The Leeds Teaching Hospitals NHS Trust

STANDING ORDERS

~~***Version Control:*** *Updated* ***May 2026*** *to reflect updated Terms of Reference following Committee reset. Document updated to remove reference to NHS Improvement, and outdated terminology.*~~

Version Control: *DRAFT - Updated* ***October 2026,*** *to reflect Minor amendments to ensure consistent terminology throughout the document; clarification of the roles of the Associate Non-Executive Director and Associate members on the Board and its Committees, including their voting rights; explicit reference to the Fit and Proper Persons requirement for Board members and senior leaders; and, updates to the Committee Terms of Reference to clarify membership and quoracy requirements and reflect the revised Trust values and strategy.*

FOREWORD

Standing Orders, together with the Standing Financial Instructions~~,~~ (SFI), provide a regulatory framework for the business conduct of the Trust. They fulfil the dual role of protecting the Trust's interests and protecting staff from any possible accusation that they have acted less than properly.

The Standing Orders, Scheme of Delegation and ~~Standing Financial Instructions~~SFI provide a comprehensive business framework and shall apply irrespective of the source of funding.

All Executive and Non-Executive Directors, and all members of staff, should be aware of the existence of these documents and, where necessary, be familiar with the detailed provisions.

Failure to comply with the information set out within these Standing Orders and ~~Standing Financial Instructions~~SFI is a disciplinary matter which could result in dismissal.

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0. Introduction

Statutory Framework
The Leeds Teaching Hospitals NHS Trust (the Trust) is a statutory body which came into existence on 1 April 1998 under The Leeds Teaching Hospitals National Health Service Trust (Establishment) Order 1998 (the Establishment Order).

The principal places of business of the Trust are Chapel Allerton Hospital, Leeds Children's Hospital Leeds Dental Institute, Leeds General Infirmary, Seacroft Hospital, St James' University Hospital, ~~Seacroft Hospital~~ and Wharfedale Hospital.

NHS Trusts are governed by Act of Parliament, mainly the National Health Service Act 2006 (NHS Act 2006).

The functions of the Trust are conferred by this legislation. As a statutory body the Trust has specified powers to contract in its own name.

As a matter of good governance, the Trust is required to adopt Standing Orders ~~(SO)~~ for the regulation of its proceedings and business. The Trust must also adopt ~~Standing Financial Instructions (~~SFI~~)~~ to complement Standing Orders setting out the responsibilities of individuals.

The Trust will also be bound by such other statutes and legal provisions which govern the conduct of its affairs.

NHS Framework
In addition to the statutory requirements the Secretary of State through the Department of Health issues further directions and guidance. These are normally issued under cover of a circular or letter.

The ~~Corporate~~Code of Governance ~~Code~~for NHS Provider Trusts, 2023 (the Code) requires that, inter alia, Boards draw up a schedule of matters reserved ~~to~~for the Board and ensure that management arrangements are in place to enable responsibility to be clearly delegated to senior Executives (a scheme of delegation). The code also requires the establishment of Audit and Remuneration Committees with formally agreed ~~terms~~Terms of ~~reference~~Reference. The Code also includes requirements concerning possible conflicts of interest of Board members and the management of these.

Public access to information held by the NHS is governed by the **Freedom of Information Act 2000.**

Delegation of Powers
The Trust has powers to delegate and make arrangements for delegation. The Standing Orders set out the detail of these arrangements. The Standing Orders confers powers to make arrangements for the discharge, on behalf of the Trust, of any of its functions by ~~an internal Committee~~a Board assurance committee or sub-~~Committee~~committee appointed by virtue of ~~SO5~~these Standing Orders or by an officer of the Trust, in each case subject to such restrictions and conditions as the Board thinks fit or as the Secretary of State may direct. ~~-~~Delegated Powers are covered in **Appendix A (Matters Reserved ~~to~~for the Board)** with ~~Standing Orders and~~ financial delegation ~~as~~ defined in the scheme of delegation tables

1-5 within the ~~Standing Financial Instructions and Scheme of Delegation~~SFI. These documents have effect as if incorporated into the Standing Orders.

Collaboration of Services across West Yorkshire and Harrogate District
Following the implementation of West Yorkshire Integrated Care Board, acute providers were required to plan, commission and deliver efficient and sustainable healthcare services for patients across a footprint. For the Trust much of this has taken place ~~thorough~~through the work of the West Yorkshire Association of Acute Trusts (WYAAT) service area (which includes the Harrogate District).

Therefore, the following Trusts will collaborate to oversee a comprehensive system wide programme to deliver the objective of acute provider transformation:

- Airedale NHS Foundation Trust
- Bradford Teaching Hospitals NHS Foundation Trust
- Calderdale and Huddersfield NHS Foundation Trust
- Harrogate and District NHS Foundation Trust
- Leeds Teaching Hospitals NHS Trust
- Mid Yorkshire NHS Trust

~~Will collaborate to oversee a comprehensive system wide programme to deliver the objective of acute provider transformation.~~ Collectively they will share obligations agreed by all Parties, set out in a Memorandum of Understanding (MOU) and hold each other to account via a Committee in Common~~,~~ (CiC), with all Parties agreeing to its Terms of Reference **[which are provided at Appendix B].**

1. Interpretation

1.1 Save as otherwise permitted by law, at any meeting the Chair of the Trust shall be the final authority on the interpretation of Standing Orders on which they shall be advised by the Chief Executive and, in the case of ~~Standing Financial Instructions~~SFI, by the Chief Finance Officer.

1.2 Any expression to which a meaning is given in the NHS Act 2006 and other Acts relating to the National Health Service or in regulations made under the Acts shall have the same meaning in this interpretation and in addition:

"AUDIT COMMITTEE" means a Committee whose functions are concerned with supporting the Board by critically reviewing governance and assurance processes on which the Board places reliance.

"ACCOUNTABLE OFFICER" – means the NHS officer responsible and accountable for funds entrusted to the Trust. They shall be responsible for ensuring the proper stewardship of public funds and assets. For this Trust it shall be the Chief Executive.

"TRUST" means The Leeds Teaching Hospitals NHS Trust.

"BOARD" means the Chair, Executive ~~and~~Directors, Non-Executive Directors and Associate Non-Executive Directors of the Trust collectively as a body.

"BUDGET" means a resource, expressed in financial terms, proposed by the Trust for the purpose of carrying out, for a specific period, any, or all of the functions of the Trust.

"BUDGET HOLDER" means the Director or employee with delegated authority to manage finances (Income and Expenditure) for a specific area of the organisation.

"CHAIR OF THE BOARD (OR TRUST)" is the person appointed by the Secretary of State for Health and Social Care to lead the Board and to ensure that it ~~is~~ successfully discharges its overall responsibility for the Trust as a whole. The expressions "the Chair of the Trust" shall be deemed to include the Vice-Chair of the Trust if the Chair is absent from the meeting or is otherwise unavailable. Any reference to Non-Executive Directors within this document shall be deemed to include the Chair~~.~~ unless stated otherwise.

"CHIEF EXECUTIVE" means the Chief Officer of the Trust.

"COMMISSIONING" means the process for determining the need for and for obtaining the supply of healthcare and related services by the Trust within available resources.

"COMMITTEE" means a Committee appointed by the Trust functioning as an ~~internal~~ assurance ~~Committee~~committee with delegated duties and authority from the Board.

"COMMITTEE MEMBERS" means persons formally appointed by the Board to sit on or to chair specific Committees.

"COMMITTEE IN COMMON" means a collective ~~group of representation~~forum comprising representatives from participating organisations~~; the aim is~~, established to facilitate coordinated decision~~-~~making ~~with~~while sovereign Boards retain decision-making ~~the actual decisions.~~ authority.

"CONTRACTING AND PROCURING" means the systems for obtaining the supply of goods, materials, manufactured items, services, building, and engineering services, works of construction and maintenance and for disposal of surplus and obsolete assets.

"**DIRECTOR OF CORPORATE AFFAIRS"** means a person appointed to act independently of the Board to provide advice on corporate governance issues to the Board and the Chair and monitor the Trust's compliance with the law, Standing Orders, SFI and Department of Health and Social Care guidance. The Director of Corporate Affairs performs this function on behalf of the Trust.

"**CHIEF FINANCE OFFICER"** means the Chief Financial Officer of the Trust.

"EXECUTIVE DIRECTOR" means a member of the Trust Board who is an officer of the Trust. The establishment order for the Trust provides for five Executive Directors with voting rights. The Trust may appoint additional Executive Directors, who may participate fully in Board discussions but shall not have voting rights at Board meetings.

"**FUNDS HELD ON TRUST**" means those funds which the Trust holds at its date of incorporation, receives on distribution by statutory instrument, or chooses subsequently to accept under powers derived under s.14(2) of the NHS Act 2006. Such funds may or may not be charitable.

"INTEGRATED CARE BOARD" means the ICB, ~~a new~~an NHS body in England responsible for planning and funding local health services, replacing Clinical Commissioning Groups (CCGs) to better integrate health and social care.

"**MEMBER**" means an Executive ~~of~~or Non-Executive Director of the Board~~. (Member in relation to the Board does not include its Chair).~~, including non-voting Executive Directors and Associate Non-Executive Directors

"**ASSOCIATE MEMBER**" means a person appointed to perform specific statutory and non-statutory duties which have been delegated by the Trust Board for them to perform and these duties have been recorded in an appropriate Trust Board minute or other suitable record.

"**MEMBERSHIP AND PROCEDURE REGULATIONS**" means National Health Service Trusts (Membership and Procedure) Regulations 1990 (SI 1990/2024) as amended.

"**MOTION"** means a formal proposition to be discussed and voted on during the course of a meeting.

"**A MEMORANDUM OF UNDERSTANDING (MOU)"** is a formal agreement between two or more parties. Companies and organisations can use MOU to establish official partnerships. MOUs are not legally binding, but they carry a degree of seriousness and mutual respect.

"**NOMINATED OFFICER**" means an officer charged with the responsibility for discharging specific tasks within Standing Orders and ~~Standing Financial Instructions~~SFI.

"**NON-EXECUTIVE DIRECTOR**" means a member of the Trust Board who is not an officer of the Trust. Non-Executive Directors hold voting power within Board and formal Committee settings.

"**ASSOCIATE NON-EXECUTIVE DIRECTOR**" means a member of the Trust Board who is not an officer of the Trust and who does not hold any voting power~~.~~ within the Board. They will contribute to the quoracy of formal Committee meetings and within this setting will have the same duties and responsibilities as a Non-Executive Director.

"**OFFICER**" means an employee of the Trust or any other person holding a paid appointment or office with the Trust.

"**REMUNERATION COMMITTEE**" means a Committee whose functions are concerned with the arrangements for the terms~~,~~ and conditions of directors and makes recommendations to the Board.

"**SENIOR INDEPENDENT DIRECTOR"** means a Non-Executive Director appointed to the role to support the Chair in leading the Board of Directors, act as a sounding board and a source of advice for the Chair.

"**VICE-CHAIR**" means the Non-Executive Director appointed by the Trust Board to take on the Chair's duties if the Chair is absent for any reason.

"**WYAAT**" means the West Yorkshire Association of Acute Trusts, which includes the Harrogate District.

2. The Trust Board: Composition of Membership, Tenure and Role of Members

2.1 **Composition of Membership of the Trust Board ("the Board")** - In accordance with the Establishment Order and Membership and Procedure Regulations the composition of the Board shall be:

- The Chair of the Trust
- Up to seven Non-Executive Directors excluding the Chair.
- Five Executive Directors including:
  - the Chief Executive,
  - the Chief Finance Officer,
  - a medical or dental practitioner,
  - a registered nurse of midwife,
  - ~~another.~~one other (agreed as the Chief Operating Officer).

The members listed above each hold a vote within a Board meeting. Other non-voting members can be in regular attendance as agreed by the Chair.

The non-voting members shall not have the right to vote on any matter, motion, or resolution brought before the Board and will not be counted towards the quoracy for any meeting of the Board."

2.2 **Appointment of the Chair and Non-Executive Directors** - The Chair is appointed by the Secretary of State, as advised by NHS England. Otherwise, the appointment and tenure of office of the Chair and Non-Executive ~~members~~Directors are set out in the Membership and Procedure Regulations, as amended.

2.3 **Appointment of Associate Non-Executive Directors** – The Trust can appoint Associate Non-Executive Directors~~, who hold no~~; they shall not have voting ~~power within the Board, however they can Chair~~rights at meetings of the Board but may participate fully in Board discussions and ~~vote within~~ provide independent challenge and perspective in the same manner as Non-Executive Directors. Associate Non-Executive Directors may be appointed as members or Chairs of formal Committees of the Board~~. They contribute~~ and shall have voting rights and count towards the quorum of the relevant Committee, subject to ~~Board in the same way as Non-Executive Members~~the Committee's Terms of Reference.

2.4 **Terms of Office of the Chair and Non-Executive Directors** - The period of tenure of office of the Chair and Non-Executive ~~members~~Directors and the termination or suspension of office of the Chair and Non-Executive ~~members~~Directors are governed by the Membership and Procedure Regulations.

2.5 **Appointment of Vice-Chair** - For the purpose of enabling the proceedings of the Trust to be conducted in the absence of the Chair, the Chair and Non-Executive ~~members~~Directors of the Trust shall appoint a Non-Executive Director from amongst them to be Vice-Chair for such period, not exceeding the remainder of their term as a member of the Trust, as they may specify on appointing them.

2.6 **Resignation of Vice-Chair -** Any Non-Executive ~~member~~Director so appointed may at any time resign from the office of Vice-Chair by giving notice in writing to the Chair, and the Chair and members of the Trust may thereupon appoint another Non-Executive Director as Vice-Chair in accordance with the provisions stated at ~~SO2.4~~2.5.

2.7 **Powers of Vice-Chair** - Where the Chair of the Trust has died or has ceased to hold office or where they have been unable to perform their duties as Chair owing to illness, or any other cause, the Vice-Chair shall act as Chair until a new Chair is appointed or the existing Chair resumes their duties, as the case may be; and references to the Chair in these Standing Orders shall, so long as there is no Chair able to perform their duties, be taken to include references to the Vice-Chair.

2.8 **Senior Independent Director** - The Senior Independent Director (SID) will be a Non-Executive Director appointed by the Board of Directors. The SID should ideally not be the Vice-Chair of the Board of Directors. The SID will be available to members of the Board if they have concerns that contact through the usual channels of Chair, Chief Executive, Chief Finance ~~Director~~Officer, and Director of Corporate Affairs has failed to resolve or where it would be inappropriate to use such channels.

2.9 **Role of Members** - The Board will function as a corporate decision-making body. Executive and Non-Executive Directors will be full and equal members. Their role as members of the Board ~~of Directors~~ will be to consider the key strategic and managerial issues facing the Trust in carrying out its statutory and other functions.

I. **Executive Members** shall exercise their authority within the terms of the Standing Orders, ~~Standing Financial Instructions~~SFI, and the Scheme of Delegation.

II. **The Chief Executive** shall be responsible for the overall performance of the Executive functions of the Trust. They are the **Accountable Officer** for the Trust and shall be responsible for ensuring the discharge of obligations under Financial ~~Directors~~Directions and in line with the requirements of the Accountable Officer Memorandum for Trust Chief Executives.

III. **The Chief Finance Officer** shall be responsible for the provision of financial advice to the Trust and to its members and for the supervision of financial control and accounting systems. They shall be responsible along with the Chief Executive for ensuring the discharge of obligations under relevant ~~Financial Directions~~financial directives.

IV. **Non-Executive Directors** shall not be granted, nor shall they seek to exercise any individual Executive powers on behalf of the Trust. They may however, exercise collective authority when acting as members of or when chairing a Committee of the Trust which has delegated powers.

V. **The Chair** shall be responsible for the operation of the Board and shall chair all Board meetings when present. The Chair has certain delegated Executive powers and must comply with the terms of appointment and with these Standing Orders.

The Chair shall liaise with NHS England over the appointment of the Non-Executive Directors and once appointed shall take responsibility either directly or indirectly for their induction, their portfolios of interests and assignments, and their performance.

The Chair shall work in close harmony with the Chief Executive and shall ensure that key and appropriate issues are discussed by the Board in a timely manner with all the necessary information and advice being made available to the Board to inform the debate and ultimate resolutions.

2.10 All Board members must meet the specific character, capability and financial criteria set out within the CQC Fit and proper Persons Test (FPPT). Any individual who fails to meet the FPPT criteria will be disqualified from holding, or continuing to hold, office. The requirement to meet the FPPT extends beyond Board members to other senior leaders within the Trust, as defined in the LTHT FPPT Policy. Board member compliance with the FPPT requirements will be reviewed annually, with the review process led by the Director of Corporate Affairs on behalf of the Chair. The Executive Team is responsible for ensuring that the appropriate FPPT requirements are applied to senior leaders within its scope.

~~2.10~~2.11 **Corporate Role of the Board**

I. All business shall be conducted in the name of the Trust.

II. All non-charitable funds received in trust shall be held in the name of the Trust as a corporate trustee and accountability for these funds is to the Secretary of State for Health and Social Care (see note below).

III. The powers of the Trust established under statute shall be exercised by the Board meeting in public session except as otherwise provided for in **section 3.**

IV. The Board shall define and regularly review the functions it exercises on behalf of the Secretary of State.

V. Note: The Trustees of the Leeds Hospitals Charity are accountable to the Charity Commission and to the Secretary of State for Health and Social Care for charitable funds held on trust.

2.112.12 **Schedule of Matters reserved tofor the Board and Scheme of Delegation** - The Board has resolved that certain powers and decisions may only be exercised or made by the Board in formal session. These powers and decisions are set out in **Matters Reserved tofor the Board (Appendix A)** and shall have effect as if incorporated into the Standing Orders. Those powers which it has delegated to officers and other bodies are contained in the Scheme of Delegation (tables 1 – 5) within the Standing Financial InstructionsSFI and Scheme of Delegation.

2.122.13 **Lead Roles for Board Members** - The Chair will ensure that the designation of Lead roles or appointments of Board Members as required by the Department of Health and Social Care or as set out in any statutory or other guidance will be made in accordance with that guidance or statutory (e.g. appointing a Lead Board Member with responsibilities for Infection Control or Child Protection Services etc.).

3. Meetings of the Trust Board

3.1 **Calling Meetings** - Ordinary meetings of the Trust Board shall be held at such times and places as the Board may determine.

3.2 **Chair of the Trust** - The Chair of the Trust may call a meeting of the Trust Board at any time. One third or more members of the Board may requisition a meeting in writing. If the Chair refuses or fails to call a meeting within seven days of a requisition being presented, the members signing the requisition may forthwith call a meeting.

3.3 **Notice of Meetings** - Before each meeting of the Trust Board, a notice of the meeting, specifying the business proposed to be transacted at it, and signed by the Chair or by an officer of the Trust authorised by the Chair to sign on their behalf, shall be communicated to every member, ~~,~~ so as to be available at least three clear days before the meeting. ~~-~~ Want of service of such a notice on any member shall not affect the validity of a meeting.

~~3.4 Lack of service of the notice on any member shall not affect the validity of the meeting.~~

In the case of a meeting called by members in default of the Chair, the notice shall be signed by those members, and no business shall be transacted at the meeting other than that specified in the notice, or emergency motions allowed under ~~SO3-15~~3.9.

Agendas will be sent to members ~~six~~five days before the meeting and supporting papers, whenever possible, shall accompany the agenda, but will certainly be ~~despatched~~circulated no later than three clear days before the meeting, save in an emergency. Failure to serve the agenda and papers on more than three members will invalidate the meeting. A notice shall be presumed to have been served one day after posting.

Before each meeting of the Board a public notice of the time and place of the meeting, and the public part of the agenda, shall be displayed on the Trust's website at least five clear days before the meeting (required by the Public Bodies (Admissions to Meetings) Act 1960 section 1(4)1 (a)).

~~3.5~~3.4 **Setting the Agenda** - The Trust Chair may determine that certain matters shall appear on every agenda for a meeting of the Trust Board and shall be addressed prior to any other business being conducted.

A member desiring a matter to be included on an agenda shall make ~~his~~their request in writing to the Chair and the Director of Corporate Affairs at least ten clear days before the meeting, subject to ~~SO~~ 3~~-~~.3. The request should state whether the item of business is proposed to be transacted in the presence of the public and should include appropriate supporting information. Requests made less than ten days before a meeting may be included on the agenda at the discretion of the Chair.

~~3.6~~3.5 **Petitions** - Where a petition has been received by the Trust, the Chair of the Board shall include the petition as an item for the agenda of the next Board meeting.

~~3.7~~3.6 **Chair of Meeting** - At any meeting of the ~~Trust~~ Board of Directors, the Chair, if present, shall preside. If the Chair is absent from the meeting the Vice-Chair, if present, shall preside. If the Chair and Vice-Chair are both absent, the remaining Board ~~Members~~members shall choose a Non-Executive Director from among their number to act as Chair.

If the Chair is absent from a meeting temporarily on the grounds of declared conflict of interest, the Vice-Chair, if present, shall preside. If the Chair and Vice-Chair are absent, or are disqualified from participating, the remaining Board ~~Members~~members shall choose a Non-Executive Director from among their number to act as Chair temporarily.

~~3.8~~3.7 **Annual Public Meeting** - The Trust will publicise and hold an annual public meeting in accordance with the National Health Service Trusts (Public Meetings) Regulations 1991 (SI 1991/482). The agenda and the supporting papers will be sent to Board members at least three clear days prior to the meeting. Information will be made available as in keeping with Public Board meetings. The meeting will be a full meeting of the Trust Board, and the minutes thereof will be ~~paced~~placed before and agreed at the next meeting of the Trust Board. The prescribed time for holding the public Annual Public Meeting shall be on or before 30 September in every year.

~~3.9~~3.8 **Notice of Motion** - A member of the Board desiring to move or amend a motion shall send a written notice thereof at least ten clear days before the meeting to the Chair, who shall insert in the agenda for the meeting all notices so received subject to the notice being permissible under the appropriate regulations. This paragraph shall not prevent any motion being moved during the meeting without notice, subject to ~~SO~~ 3~~-~~.5.

~~3.10~~3.9 **Emergency Motion** - Subject to the agreement of the Chair, and subject also to ~~SO~~ 3~~-16~~.10, a member of the Board may give written notice of an emergency motion after the issue of the notice of meeting and agenda, up to one hour before the time fixed for the meeting. The notice shall state the grounds of urgency. If, in order, it shall be declared to

the ~~Trust~~ Board at the commencement of the business of the meeting as an additional item included in the agenda. The Chair's decision to include the item shall be final.

~~3.11~~3.10 **Motions: Procedures at and during a meeting**

I. **Who may propose** - A motion may be proposed by the Chair of the meeting or any member present. It must also be seconded by another member.

II. **Contents of motions** - The Chair may exclude from the debate at their discretion any such motion of which notice was not given on the notice summoning the meeting other than a motion relating to:

- the reception of a report:
- consideration of any item of business before the Trust Board:
- the accuracy of minutes:
- that the Board proceed to next business:
- that the Board adjourn:
- that the question be now put.

III. **Amendments to motions** - A motion for amendment shall not be discussed unless it has been proposed and seconded. Amendments to motions shall be moved relevant to the motion and shall not have the effect of negating the motion before the Board.

IV. If there are a number of amendments, they shall be considered one at a time. When a motion has been amended, the amended motions shall become the substantive motion before the meeting, upon which any further amendment may be moved.

V. **Rights to reply to motions**

~~a)~~ Amendments

a) ~~-~~ The mover of an amendment may reply to the debate on their amendment immediately prior to the mover of the original motion, who shall have the right of reply at the close of debate on the amendment but may not otherwise speak on it.

~~b)~~ Substantive/original motion

b) ~~-~~ The member who proposed the substantive motion shall have a right of reply at the close of any debate on the motion.

VI. **Withdrawing a motion** - A motion, or an amendment to a motion, may be withdrawn.

VII. **Motions once under debate** - When a motion is under debate, no motion may be moved other than:

- an amendment to the motion:
- the adjournment of the discussion, or the meeting:
- that the meeting proceeds to the next business:
- that the question should be now put:
- the appointment of ~~an 'ad hoc'~~a time-served Committee to deal with specific item of business:
- that a member/Director be not further heard:

- a motion under Section 1(2) or Section 1(8) of the Public Bodies (Admissions to Meetings) Act 1960 resolving to exclude the public, including the press (see SO 3.~~33~~20).

In those cases where the motion is either that the meeting proceeds to the 'next business' of 'that the question should now be put,' in the interests of objectivity these should only be put forward by a member of the Board who has not taken part in the debate and who is eligible to vote.

If a motion to proceed to the next business or that the question be now put, carried, the Chair, should give the mover of the substantive motion under debate a right of reply, if not already exercised. The matter should then be put to the vote.

VIII. **Motion to Rescind a Resolution**

I. Notice of motion to rescind any resolution (or the general substance of any resolution) which has been passed within the preceding six calendar months shall bear the signature of the member who gives it and also the signature of three other members, and before considering any such motion of which notice shall have been given, the ~~Trust~~ Board may refer the matter to any appropriate Committee or the Chief Executive for recommendation.

II. When any such motion has been dealt with by the ~~Trust~~ Board it shall not be competent for any Director/member other than the Chair to propose a motion to the same effect within six months. This Standing Order shall not apply to motions moved in pursuance of a report or recommendations of a Committee or the Chief Executive.

~~3.12~~3.11 ~~**Chairman's**~~ **Chair's Ruling** - The decision of the Chair of the meeting on questions of order, relevancy, and regularity (including procedure on handling motions) and their interpretation of the Standing Orders and ~~Standing Financial Instructions~~SFI, at the meeting shall be final.

~~3.13~~3.12 **Quorum**

I. No business shall be transacted at a meeting unless at least one-third of the whole number of the Chair and members (including at least one member who is also an Executive member of the Trust and one member who is not) is present.

II. An officer in attendance for an ~~Executive Member~~executive member but without formal acting up status may not count towards the quorum.

III. If the Chair or member has been disqualified from participating in the discussion on any matter and/or from voting on any resolution by reason of a declaration of a conflict of interest ~~(see SO7)~~ that person shall no longer count towards the quorum. If a quorum is then not available for the discussion and/or the passing of a resolution on any matter, that matter may not be discussed further or voted upon at that meeting. Such a position shall be recorded in the minutes of the meeting. The meeting must then proceed to the next business.

IV. The requirement ~~at SO3-19(i)~~ for at least one executive ~~Director~~member to form part of the quorum shall not apply where the Executive Directors are excluded from a particular meeting (for example when the Board considers the recommendations of the Remuneration Committee), or where the Terms of Reference for a Committee or sub-committee do not include the presence of an Executive ~~Member~~member within the requirements for a quorum.

~~3.14~~3.13 **Voting** - Agreement of issues under debate shall normally be reached by consensus. Any member present may, however, ask for a vote to be taken. In such cases each question shall be determined by a majority of the votes of the Chair and members present and voting on the question and, in the case of any equality of votes, the person presiding shall have a second or casting vote.

I. All questions put to the vote shall, at the discretion of the Chair of the meeting, be determined by oral question or by a show of hands. A paper ballot may also be used if a majority of the members present so request.

II. If at least one-third of the members present so request, the voting (other than by paper ballot) on any question may be recorded to show how each member present voted or abstained (except when conducted by paper ballot).

III. If a member so requests, their vote shall be recorded by name upon any vote (other than by paper ballot).

IV. In no circumstances may an absent member vote by proxy. Absence is defined as being absent at the time of the vote.

V. An officer who has been appointed formally by the Board to act up for an Executive Director during a period of incapacity or temporarily to fill an Executive Director vacancy, shall be entitled to exercise the voting rights of the Executive Director. An officer attending the Board to represent an Executive Director during a period of incapacity of temporary absence without formal acting up status may not exercise the voting rights of the Executive Director. An official's status when attending a meeting shall be recorded in the minutes.

~~3.15~~3.14 **Suspension of Standing Orders**

I. Except where this would contravene any statutory provision or any direction made by the Secretary of State or the rules relating to the quorum, any one or more of the Standing Orders may be suspended at any meeting, provided that at least two-thirds of the Board are present (including one Executive Director and one Non-Executive Director) and that at least two-thirds of those members present signify their agreement to such suspension. ~~-~~The reason for the suspension shall be recorded in the Trust Board's minutes.

II. A separate record of matters discussed during the suspension of Standing Orders shall be made and shall be available to the Chair and Board members of the Trust.

III. No formal business may be transacted while Standing Orders are suspended.

IV. The Audit Committee shall review every decision to suspend Standing Orders.

~~3.16~~3.15 **Variation and Amendment of Standing Orders** - These Standing Orders shall not be varied except in the following circumstances:

- upon a notice of motion under ~~SO~~ 3-~~14~~10:
- upon a recommendation of the Chair or Chief Executive included on the agenda for the meeting:
- that two-thirds of the Board members are present at the meeting where the variation or amendment is being discussed, and that at least half of the Trust's Non-Executive Directors vote in favour of the amendment:
- providing that any variation or amendment does not contravene a statutory provision or direction made by the Secretary of State.

~~3.17~~3.16 **Waiver of ~~SOs~~Standing Orders and ~~SFIs~~SFI** - In exceptional circumstance it may be necessary to seek approval to waive the Trust's Standing Orders or ~~Standing Financial Instructions.~~SFI. Situations in which this will be necessary include single tender action, as detailed below:

- Where competitive tendering is not going to be carried out for expenditure or income which is anticipated to be in excess of the limits detailed in the ~~Standing Financial Instructions~~SFI.
- Where competitive quotations are not to be sought for expenditure, or income which is anticipated to be in excess of the lower limit for quotations but below the lower limit for tenders.

In both cases ~~above~~, the reasons must be clearly documented on the form ~~**(see Appendix A & Appendix D)**~~ which must be authorised in accordance with the ~~Standing Financial Instructions~~SFI. A copy of the form will be sent to the Chief Finance Officer, who will report the occurrence to the Audit Committee.

~~3.18~~3.17 In all other ~~instanced~~instances, an application to waive the Standing Orders or ~~Standing Financial Instructions~~SFI must be completed and approved by the Chief Executive or the Chief Finance Officer, who will report the occurrence to the Audit Committee.

~~3.19~~3.18 **Record of Attendance** - The names of the Chair and members present at the meeting shall be recorded in the minutes.

~~3.20~~3.19 **Minutes** - The Minutes of the proceedings of a meeting shall be drawn up and submitted for agreement at the next meeting where they will be signed by the person presiding at it.

No discussion shall take place upon the minutes except upon their accuracy or where the Chair considers discussion appropriate. Any amendment to the minutes shall be agreed and recorded at the next meeting.

Minutes shall be circulated in accordance with members' wishes. Where providing a record of a public meeting, the minutes shall be made available to the public as required by the **Freedom of Information Act 2000.**

~~3.21~~3.20 **Admission of the Public and Press**

i) Admission and exclusion on grounds of confidentiality of business to be transacted

The public and representatives of the press may attend all Public Board meetings of the Trust, but shall be required to withdraw from the meetings as follows:

- "that representatives of the press, and other members of the public, be excluded from the remainder of this meeting having regards to the confidential nature of the business to be transacted, publicity on which would be prejudicial to the public interest" (Section 1(2) Public Bodies (Admission to Meetings) Act 1960).
- Guidance should be sought from the Trust's Freedom of Information Lead to ensure correct procedure is followed on matters to be included in the exclusion.

ii) General Disturbances

The Chair, the Vice-Chair or the person presiding over the meeting shall give such directions as they think fit in regard to the arrangements for meetings and accommodation of the public and representatives of the press such as to ensure that the Trust's business shall be conducted without interruption and disruption, and without prejudice to the power to exclude on the grounds of the confidential nature of the business to be transacted, the public will be ~~requires~~required to withdraw upon the Board resolving as follows:

- ‘that in the interests of public order the meeting adjourn for (the period to be specified) to enable the Board to complete the business without the presence of the public’ (Section 1(8) Public Bodies (Admissions to Meetings) Act 1960).

iii) Business proposed to be transacted when the press and public have been excluded from a meeting

Matters to be dealt with by the Trust Board following the exclusion of representatives of the press, and other members of the public, as provided in i) and ii) above, shall be confidential to the members of the Board.

Members and Officers or any employee of the Trust in attendance shall not reveal or disclose the contents of papers marked ‘In Confidence’ or minutes and papers headed ‘Items Taken in Private’ outside of the Trust, without the express permission of the ~~Trust~~Chair. The prohibition shall apply equally to the content of any discussion during the Board meeting which may take place on such reports or papers.

iv) Use of Mechanical or Electrical Equipment for Recording or Transmission of Meetings

Nothing in these Standing Orders shall require the Board to allow the members of the public or the representatives of the press to record proceedings in any manner whatsoever, other than writing, or to make any oral report of proceedings as they take place without the prior agreement of the Board.

~~3.22~~3.21 **Observers at Trust Meetings** - The Trust will decide what arrangements and terms and conditions it feels are appropriate to offer in extending an invitation to observers to attend and address any of the Trust Board’s meetings and may change, alter, or vary these terms and conditions as it deems fit.

4. Appointment of Internal Board Assurance Committees and Sub-Committees

4.1 **Appointment of Board Committees** - Subject to such directions as may be given by the Secretary of State, the ~~Trust~~ Board may appoint ~~internal Committees~~assurance committees of the ~~Trust~~Board. The ~~Trust~~Board shall determine the membership ~~of terms~~and Terms of ~~reference~~Reference of ~~internal Committees and sub-Committees~~assurance committees and shall, if ~~it requires to~~required, receive and consider reports of such Committees and sub-~~Committees~~committees.

4.2 **Joint Committees** - may be appointed by the Trust by joining together with one or more other health or social care organisation consisting wholly or partly of the Chair and members of the Trust, or third-party organisation, or wholly of persons who are not members of the Trust or third-party organisation.

Any Committee or ~~joint~~Joint Committee appointed under this Standing Order may, subject to such directions as may be given by the Secretary of State or the Trust or other health bodies in question, appoint sub-~~Committees~~committees consisting wholly or partly of members of the Committees or ~~joint~~Joint Committee (whether or not they are members of the Trust or health bodies in question) or wholly of persons who are not members of the Trust or health bodies in question or the Committee of the Trust or health bodies in question.

4.3 **Applicability of Standing Orders and ~~Standing Financial Instructions~~SFI to Committees** - The Standing Orders of the Trust, as far as they are applicable shall, as appropriate, apply to all meetings and any ~~internal Committees~~assurance committees

established by the ~~Trust~~Board. In which case the term "Chair" is to be read as a reference to the Chair of the Committee or as the context permits, and the term "member" is to be read as a reference to a member of the Committee also as the context permits. There is no requirement to hold meetings of ~~internal Committees~~assurance committees established by the Trust in public.

4.4 **Terms of Reference** - Each such ~~internal Committee~~assurance committee shall have such ~~terms~~Terms of ~~reference~~Reference and powers and by subject to such conditions (as to reporting back to the Board), as the Board shall decide and shall be in accordance with any legislation and regulation, or direction issued by the Secretary of State. Such ~~terms~~Terms of ~~reference~~Reference shall have effect as if incorporated into the Standing Orders.

4.5 **Delegation of powers by ~~internal Committees~~assurance committees to ~~Sub-Committees~~ ~~-~~ Internal~~sub-committees~~ -** Assurance Committees may not delegate their Executive powers to a sub-~~Committee~~committee unless expressly authorised by the Board.

4.6 **Approval of Appointments to ~~Internal~~Assurance Committees** - The Board shall approve the appointments to each of the ~~internal Committees~~assurance committees which it has formally constituted. Where the Board determines that persons, who are neither members, ~~not~~nor officers, shall be appointed to an ~~internal Committee~~assurance committee, the terms of such appointment shall be within the powers of the Board as defined by the Secretary of State. The Board shall define the powers of such appointees and shall agree allowances, including reimbursement for loss of earnings, and/or expenses in accordance where appropriate with national guidance.

4.7 **Appointment for Statutory Functions** - Where the Board is required to appoint persons to an ~~internal Committee~~assurance committee and/or to undertake statutory functions as required by the Secretary of State, and where such appointments are to operate independently of the Board such appointment shall be made in accordance with the regulations and directions made by the Secretary of State.

4.8 **Appointment to the WYAAT Committee in Common ~~WYAAT~~(CiC)** - membership of the ~~Committee in Common~~CiC will be defined in the Terms of Reference, which will be agreed or amended by all Parties. The Board has not agreed to delegate any of its statutory functions to the Committee in Common. The ~~Committee in Common~~CiC oversee the development of the WYAAT Collaborative Programme and work streams in accordance with the defined key principles, setting overall strategic direction in order to deliver the WYAAT Collaborative Programme.

4.9 **~~Internal~~Assurance Committees established by the ~~Trust~~ Board of Directors** shall be the:

Audit Committee, Remuneration Committee, Quality Assurance Committee, Finance ~~&~~and Performance Committee, People Committee, and Perinatal Improvement Assurance Committee ~~(as set out in the appendices)~~

. The ~~internal~~Terms of Reference for each of these Committees is included within the appendices.

4.10 The assurance committees may establish groups that service ~~then~~them with regular in year reports. In order to provide assurance any group that sits under a Committee of the Board will provide an annual work plan and annual progress report to the relevant Committee of the Board.

4.11 **Confidentiality** – The Chair of the Board or any Committee may determine that a matter dealt with by the Board or Committee, or brought before it, is confidential. A member

of the Board or a Committee shall not disclose any such matter beyond the membership of the Board or Committee until such times as the confidential status of the matter has been revoked by the Chair of the Board or the relevant Committee.

4.12 The WYAAT ~~Committee in Common~~CiC has a separate confidentiality agreement and information sharing protocol to underpin business.

5. Arrangements for the Exercise of the Trust Functions by Delegation

5.1 **Delegation of Functions to Committees, Officers or other bodies** - Subject to such directions as may be given by the Secretary of State, the Board may make arrangements for the exercise, on behalf of the Trust, of any of its functions by an ~~internal Committee~~assurance committee or sub-~~Committee~~committee, appointed by virtue of ~~SO 4~~these Standing Orders or by a Director or an officer of the Trust, or by another body as defined in ~~SO 5~~.2 below.~~-~~ Each case will be subject to such restrictions and conditions as the Board thinks fit.

5.2 **Joint exercise of functions:** Schedule 4, paragraph 18 NHS Act 2006 enables the Trust to enter into arrangements for the carrying out of any of its functions jointly with any Special Health Authority, Local Health Board or other NHS trust, or any other body or individual.

5.3 **Emergency Powers and urgent decisions** - These powers which the Board has reserved to itself within these Standing Orders ~~(see SO 2-23)~~ may in emergency or for an urgent decision be exercised by the Chief Executive and Chair after having consulted at least two Non-Executive Directors. The exercise of such powers by the Chief Executive and Chair shall be reported to the next formal meeting of the ~~Trust~~ Board in public session for formal ratification.

5.4 **Delegation to Committees** - The Board may agree from time to time to the delegation of Executive powers to ~~internal Committees~~assurance committees or sub-~~Committees~~committees, or ~~joint~~ Joint Committees which it has formally constituted in accordance with directions issued by the Secretary of State. The constitution and ~~terms~~Terms of ~~reference~~Reference of these ~~internal Committees~~assurance committees, or sub-~~Committees~~committees or ~~joint~~ Joint Committees, and their specific Executive powers shall be approved by the Board.

5.5 When the Board is not meeting as the Trust in public session it shall operate as a Committee and may only exercise such powers as may have been delegated to it by the Trust in public session.

5.6 **Delegation to Officers** - Those functions of the Trust which have not been retained as reserved by the Board or delegated to ~~an Executive~~a Committee or sub-~~Committee~~committee or ~~joint~~ Joint Committee shall be exercised on behalf of the Trust by the Chief Executive. The Chief Executive shall determine which functions ~~he/she~~they will perform personally and shall nominate officers to undertake the remaining functions for which ~~he/she~~they will still retain accountability to the Trust.

5.7 The Chief Executive shall prepare a Scheme of Delegation identifying their proposals which shall be considered and approved by the Board. The Chief Executive may periodically propose amendment to the Scheme of Delegation which shall be considered and approved by the Board as indicated above.

5.8 Nothing in the Scheme of Delegation shall impair the discharge of the direct accountability to the Board of the Chief Finance Officer or other Executive Director to provide information and advise the Board in accordance with any statutory or ~~NHSE/~~NHS England/ Department of Health requirements. Outside these statutory requirements the roles of the Chief Finance Officer shall be accountable to the Chief Executive for operational matters.

5.9 **Schedule of Matters Reserved ~~to~~for the ~~trust~~Board and Scheme of Delegation of Powers** – The arrangements made by the Board as set out in the "Matters Reserved ~~to~~for the Board" (**Appendix A**) and the "Scheme of Delegation" (tables 1 – 5 within the ~~Standing Financial Instructions and Scheme of Delegation~~SFI) shall have effect as if incorporated in these Standing Orders.

5.10 **Duty to report non-compliance against Standing Orders and ~~Standing Financial Instructions~~SFI** – If for any reason these Standing Orders are not complied with, full details of the non-compliance and any justification for non-compliance and the circumstances around the non-compliance, shall be reported to the next formal meeting of the Board for action or ratification. All members of the Board and staff have a duty to disclose any non-compliance with these Standing Orders to the Chief Executive as soon as possible.

6. Overlap with other Trust Policies, Procedures, Regulations, and the SFI

6.1 **Trust policies: general principles** – The ~~Trust~~ Board or other groups, as defined with the Scheme of Delegation will agree and approve Trust policies/ procedures which will apply to all, or specific groups of staff employed by the Trust or working on Trust premises. The decisions to approve such policies and procedures will be recorded in an appropriate report to the Board at periodic intervals and will be deemed where appropriate to be an integral part of the Trust's Standing Orders and ~~Standing Financial Instructions~~SFI.

6.2 **Specific Policy Statements** – Notwithstanding the application of ~~SO~~ 6~~-~~.1 above, these Standing Orders and ~~Standing Financial Instructions~~SFI must be read in conjunction with the following policies:

- The Conflicts of Interest Policy:
- The Conduct and Disciplinary Policy: and,
- ~~-~~Appeals Procedure adopted by the Trust.

6.3 **~~Standing Financial Instructions~~SFI** – adopted by the Trust in accordance with the Financial Regulations shall have effect as if incorporated in these Standing Orders.

6.4 **Specific Guidance** – Notwithstanding the application of ~~SO~~6~~-~~6.1 above, these Standing Orders and ~~Standing Financial Instructions~~SFI must be read in conjunction with the following guidance and any other issued by the Secretary of State for Health and Social Care:

- Caldicott Guardian 1997
- Human Rights Act 1998
- Freedom of Information Act 2000
- Bribery Act 2010

7. Duties and Obligations of Board Members/ Directors

7.1 **Policy** – Staff (including all Directors) must comply with the guidance issued by NHS England on Managing Conflicts of Interest and the local LTHT policy Managing Conflicts of Interests for Staff.

7.2 **Declaration of Interests** – The NHS Code of Accountability requires Board members to declare interests which are relevant and material to the NHS Board of which they are a member (including the WYAAT ~~Committee in Common).~~CiC). All existing Board members should declare such interests. Any Board members appointed subsequently should do so on appointment. In addition to Board members, the requirement for other staff to declare interests is set out in the Trust's Conflicts of Interest policy.

7.3 Interests which should be regarded as "relevant and material" are summarised below however all staff should familiarise themselves with the specific requirements within the Conflicts of Interest policy:

I. Directorships, including Non-Executive Directorships held in private companies or PLCs (with the exception of those of dormant companies):

II. Ownership of part-ownership of private companies, businesses, or consultancies likely of possibly seeking to do business, or competing with the NHS:

III. Majority or controlling shareholdings in organisations likely or possible seeking to do business with the NHS:

IV. A position of authority in a charity or voluntary organisation in the field of health and social care:

V. Any connection with a voluntary or other organisation contracting for NHS services:

VI. Any other commercial interest in the decision before the meeting:

VII. Research funding/grants that may be received by an individual of their department:

VIII. Interest in pooled funds that are under separate management.

7.4 Any member of the Trust Board who comes to know that the Trust has entered into or proposes to enter into a contract in which they or any person connected with them (as defined by ~~SO 7-15 below and elsewhere~~policy) that has any pecuniary interest, direct or indirect, the Board member shall declare their interest by giving notice in writing of such fact to the Trust as soon as practicable.

7.5 The WYAAT ~~Committee in Common~~CiC has a defined process for managing conflicts of interest both at a personal and organisational level, which will be adhered to by Board members representing The Trust to ensure that interests are declared as described within section 10 of the Memorandum of Understanding, Conflicts of Interests.

7.6 **Advice on Interests** – If Board members have any doubt about the relevance of an interest, this should be discussed with the Chair of the Trust or with the Director of Corporate Affairs.

7.7 Financial Reporting Standard ~~No. 8 (issued by the **Accounting Standards Board**~~102 (issued by the **Accounting Standards Board**) specifies that influence rather than the immediacy of the relationship is more important in assessing the relevance of an

interest. —The interests of partners in professional partnerships including general practitioners should also be considered.

7.8 **Recording of Interest in Trust Board Minutes** – At the time Board members' interests are declared, they should be recorded in the Board minutes. Any changes in interests should be declared at the next Board meeting following the change occurring.

7.9 Board members' Directorships of companies likely or possible seeking to do business with the NHS are available to the public on the Trust's website as a defined requirement of NHS England.

7.10 **Conflicts of Interest which arise during the course of a meeting** – During the course of a Board meeting, if a conflict of interest is established, the Board member concerned should withdraw from the meeting and play no part in the relevant discussion or decision. ~~(See overlap with SO7-15).~~

7.11 There is no requirement in the Code for the interests of Board members' spouses or partners to be declared. Note, however, that ~~SO7-16 which is based on~~ the Membership and Procedure Regulations requires that the interest of members' spouses, if living together, in contracts should be declared. Therefore, the interests of Board members' spouses and cohabiting partners should also be regarded as relevant.

7.12 **Register of Interests** – The Chief Executive will ensure that a Register of Interests is established to record formally declarations of interests of Board members. In particular the Register will include details of all Directorships and other relevant and material interests which have been declared by both executive and Non-Executive Board members~~, as defined in SO7-1~~.

These details will be kept up to date and entered on to the register as defined in the policy ~~(SO7-1 and SO7-9).~~.

The Register will be available to the public, and the Chief Executive will take reasonable steps to bring the existence of the Register to the attention of the local population and to publicise arrangements for viewing it.

7.13 **Exclusion of Chair and Members in proceedings on account of pecuniary interest**

Definition of Terms used in interpreting 'Pecuniary' interest

For the sake of clarity, the following definition of terms is to be used in interpreting this Standing Order:

I. "spouse" shall include any person who lives with another person in the same household (and any pecuniary interest of one spouse shall, if known to the other spouse, be deemed to be an interest of that other spouse):

II. "contract" shall include any proposed contract or other course of dealing:

III. "Pecuniary Interest" Subject to the exceptions set out in this Standing Orders, a person shall be treated as having an indirect pecuniary interest in a contract if: -

a. they, or a nominee of them, is a member of the company or other body (not being a public body), with which the contract is made, or to be made or which has a direct pecuniary interest, in the same, or

b. they are a partner, associate, or employee of any person with whom the contract is made or to be made or who has a direct pecuniary interest in the same.

IV. Exception to Pecuniary Interests - a person shall not be regarded as having a pecuniary interest in any contracts if: -

a. neither they or any person connected with them has any beneficial interest in the securities of a company of which they or such person appears as a member, or

b. any interest that they or any person connected with them may have in the contract is so remote or insignificant that it cannot reasonably be regarded as likely to influence them in relation to considering or voting on that contract, or

c. those securities of any company in which they (or any person connected with them) has a beneficial interest do not exceed £5,000 in nominal value or one percent of the total issued share capital of the company or of the relevant class of such capital, whichever is the less.

Provided, however that where paragraph c) above applies the person shall nevertheless be obliged to disclose/declare their interest in accordance with ~~SO7-4~~Trust policy.

7.14 **Exclusion in proceedings of the Trust Board**

I. Subject to the following provisions of this Standing Order (which is taken from the Membership and Procedure Regulations), if the Chair or a Board member has any pecuniary interest, direct or indirect, in any contract, proposed contract or other matter and is present at a meeting of the Trust at which the contract or other matter is the subject of consideration, they shall at the meeting and as soon as practicable after its commencement disclose the fact and shall not take part in the consideration or discussion of the contract or other matter or vote on any question with respect to it.

II. The Secretary of State may, subject to such conditions as they may think fit to impose, remove any disability imposed by this Standing Order in any case in which it appears to them in the interests of the NHS that the disability shall be removed. (see ~~SO7-17~~7.15 on the 'Waiver' which has been approved by the Secretary of State for Health).

III. The Trust Board may exclude the Chair or a member of the Board from a meeting of the Board while any contract, proposed contract, or other matter in which they have a pecuniary interest, is under consideration.

IV. Any remuneration, compensation, or allowances payable to a Chair or member by virtue of paragraph 9 of Schedule 2 to the NHS & Community Care Act 1990 shall not be treated as a pecuniary interest for the purpose of this Standing Order.

V. This Standing Order only applies to a Committee or sub-~~Committee~~committee and to a ~~joint~~Joint Committee or sub-~~Committee~~committee as it applies to the Trust and applies to a member of any such Committee or sub-~~Committee~~committee (whether or not an individual is also a member of the Trust) as it applies to a member of the Trust.

7.15 **Waiver of Standing Orders made by the Secretary of State for Health**

~~Reserved~~

~~7.16~~ Standards of Business Conduct

~~7.17~~7.16 ~~-~~ All Trust staff and members must comply with the Nolan Principles of Public Life, all Trust Standards for Business Policy, or similar policies in place from time to time along with, the Trusts and NHS England guidance on Managing Conflicts of Interest.

~~7.18~~7.17 **Interest of employees in Contracts** – Any officer or employee of the Trust who comes to know that the Trust has entered into or proposed to enter into a contract in which they or any person connected with them ~~(as defined in SO7-15)~~ has any pecuniary interest, direct or indirect, the employee shall declare their interest as defined by the LTHT policy Managing Conflicts of Interest and updating information into the register.

An employee should also declare any other employment or business or other relationship of a cohabitating spouse, that conflicts, or might reasonable be predicted could conflict, with the interest of the Trust as defined by the LTHT policy Managing Conflicts of Interest and updating information into the register.

The Trust will require interests, employment or relationships so declared to be entered in a register of interests of staff as defined by the LTHT policy Managing Conflicts of Interest and updating information into the register.

~~7.19~~7.18 **Canvassing of, and Recommendations by, Directors & Employees in Relation to Appointments** – Canvassing of Directors of the Trust or members of any Committee or officers of the Trust directly or indirectly for any appointment under the Trust shall disqualify the candidate for such appointment. The contents of this paragraph of the Standing Order shall be included in application forms or otherwise brought to the attention of candidates.

Members of the Trust shall not solicit for any person any appointment under the Trust of recommend any person for such appointment; but this paragraph of this Standing Order shall not preclude a Director from giving written testimonial of a candidate's ability, experience, or character for submission to the Trust.

Informal discussions outside appointments panels or Committees, whether solicited or unsolicited, should be declared to the panel or Committee.

~~7.20~~7.19 **Relatives of Directors or Employees** – Candidates for any staff appointment shall, when making application, disclose in writing whether to their knowledge they are related to any Director or the holder of any employee under the Trust. Failure to disclose such a relationship shall disqualify a candidate and, if appointed, render ~~him/her~~them liable to instant dismissal.

~~7.21~~7.20 The Chair and every member and officer of the Trust shall disclose to the Chief Executive any relationship between ~~himself~~themselves and a candidate of whose candidature that member of officer is aware. It shall be the duty of the Chief Executive to report to the Board any such disclosure made.

~~7.22~~7.21 On appointment (and prior to acceptance of an appointment in the case of Executive Directors) Directors should disclose to the Trust whether they are related to any other Director or holder of any office under the Trust.

~~7.23~~7.22 Where the relationship of an employee or another Director to a Director of the Trust is enclosed, the Standing Order headed 'Exclusion of Chair and members in proceedings on account of pecuniary interest' ~~(SO7-15)~~ shall apply.

8. Custody of Seal, Sealing of Documents and Signature of Documents

8.1 **Custody of Seal** – The Common Seal of the Trust shall be kept by the Chief Executive, or officer nominated by them, in a secure place.

Sealing of Documents

8.2 The Common Seal shall be affixed to:

8.2.1 any PFI contract or variation thereto, or any other contract or variation thereto for building, engineering, property or capital transactions (not being a PFI contract or variation thereto) required in accordance within its terms to be executed under seal or where the contract value is such that decision to authorise the contract or variation is defined within the Scheme of Delegation in accordance with the ~~Standing Financial Instructions~~SFI; and

8.2.2 all deeds relating to land and interests in land.

8.3 The Common Seal shall be affixed:

8.3.1 In the presence of two Executive Directors of the Trust named for this purpose in its Scheme of Delegation: or

8.3.2 Where only one Executive Director is so identified, in the presence of that Executive Director and witnessed by the Director of Corporate Affairs: or

8.3.3 Where no Executive Directors is so identified, in the presence of any Executive Director and the Director of Corporate Affairs.

8.4 **Register of Sealing** – An entry of every sealing shall be made and numbered consecutively in a book provided for that purpose and shall be signed by the persons who attested the seal.

8.5 A report of all sealing shall be made to the Audit Committee annually. (The report shall contain details of the seal number, the description of the document and date of sealing, the value of the contract and who it was awarded to along with signatories).

8.6 **Signature of Documents.** Where the signature of any document will be a necessary step in legal proceedings involving the Trust, it shall be signed by

8.6.1 the Chief Executive; or

8.6.2 some other person authorised by the Board for the purpose of such proceedings, in accordance with the Scheme of Delegation unless any enactment otherwise requires or authorises.

8.7 ~~Subject to SO8-7 and SO8-9, the~~ The Chief Executive or any other officer named for this purpose under the Scheme of Delegation shall be authorised to sign on behalf of the Trust any agreement or other document (not required to be sealed in accordance with these Standing Orders) necessary to give effect to any decision which has been made by the:

8.7.1 Board,

8.7.2 Committee or officer to which the Board has delegated appropriate authority under the Scheme of Delegation.

8.8 In land transactions, the signing of certain supporting documents will be delegated to Managers and set out clearly in the Scheme of Delegation but will not include the main or principal documents effecting the transfer (e.g. sale/purchase agreement, lease contracts for construction works and main warranty agreement or any document which is required to be executed as a deed).

9. Miscellaneous

9.1 **Standing Orders to be given to Directors and Board Members** – It is the duty of the Chief Executive to ensure that existing Directors and Board members and all new appointees are notified of an understand their responsibilities within Standing Orders and ~~Standin Financial Instructions.~~SFI. Updated copies shall be issued to Board members by the Chief Executive. New designated officers shall be informed in writing and shall receive copies where appropriate of Standing Orders.

9.2 **Documents having the standing of Standing Orders** – ~~Standing Financial Instructions~~SFI, Matters Reserved ~~to~~for the Board, the Scheme of Delegation, and ~~terms~~Terms of ~~reference~~Reference of the Board Committees/sub-~~Committees~~committees, shall have effect as if incorporated into Standing Orders.

9.3 **Review of Standing Orders** – Standing Orders shall be reviewed annually by the Trust. The requirement for review extends to all documents having effect as if incorporated in Standing Orders.

9.4 **Conflict** – In the event of any conflict between these Standing Orders and any statutory provision, regulation or direction by the Secretary of State, the latter shall prevail.

9.5 **Joint Ventures (Contractual and Corporate)** – The Executive Directors shall be authorised to develop commercial opportunities which may (or may not) lead to the establishment of a joint venture, either contractual or corporate. The Executive Directors shall keep the Board appraised of the subject matter via the Chief Executive (or nominated officer).

A joint venture, either contractual or corporate, shall not be entered into unless authorised by the Board and where necessary approved by the Secretary of State.

10. Clinical Governance

10.1 The Chief Executive is responsible for ensuring that appropriate arrangements are in place to give the ~~Trust~~ Board firm assurance that their responsibilities for quality are being met. This section therefore describes how these responsibilities will be discharged.

10.2 Progress which Trusts make towards relevant targets in respect of clinical governance will be set by national institutions such as the National Institute for Health and Care Excellence (NICE) and monitored by the Care Quality Commission~~.~~ (CQC).

10.3 **Definition** – The working definition for clinical governance will be: “The effective co-ordination of activities within the Trust which are primarily carried out to ensure and improve the quality of clinical services.” This definition includes any activity which is likely to have a significant impact on service quality but excludes the clinical services themselves. Examples of these activities are:

- Clinical quality improvement programmes
- Clinical staff and clinical services development programmes
- Continuing clinical professional development and education programmes
- Dissemination of innovation activities
- Clinical risk reduction programmes
- Clinical incident reporting
- Complaints procedures
- Claims procedures
- Clinical performance management processes
- Clinical audit
- Clinical information technology development
- Research and development
- New drug and equipment procurement
- Values and methodologies of clinical effectiveness and evidence-based medicine

10.4 **Personnel responsible for clinical governance** – The Chief Executive will be responsible for ensuring that procedures are in place which effectively assure the quality of clinical services ~~(and therefore satisfy requirements for effective clinical governance). This responsibility will be delegated to the Chief Medical Officer and Chief Nurse, with primary responsibilities allocated as follows:~~.

- ~~Patient Safety – Chief Nurse led, (Chief Medical Officer to support and embed)~~
- ~~Patient Experience – primarily Chief Nurse~~
- ~~Patient Outcomes – primarily Chief Medical Officer~~

~~The Board may establish a~~Those functions of the Trust which have not been retained as reserved by the Board or delegated to other assurance committee will be exercised by on behalf of the Trust by the Chief Executive. The Chief Executive will determine which functions they will perform personally and will nominate officers to undertake the remaining functions for which they will still retain accountability

Appendix A – Matters Reserved for the Board

~~DECISIONS~~MATTERS RESERVED ~~TO~~FOR THE BOARD
General Enabling Provision The Board may determine any matter, for which it has delegated or statutory authority, it wishes in full session within its statutory powers.
Regulations and Control I. Approve Standing Orders ~~(SOs),~~ a schedule of matters reserved ~~to~~for the Board and ~~Standing Financial Instructions~~SFI for the regulation of its proceedings and business. II. Suspend Standing Orders. III. Vary or amend the Standing Orders IV. Ratify any urgent decisions taken by the Chair and Chief Executive in public session ~~in accordance with SO5-2~~. V. Approve a scheme of delegation of powers from the Board to Committees. VI. Require and receive the declaration of Board members' interests that may conflict with those of the Trust and determining the extent to which that member may remain involved with the matter under consideration. VII. Require and receive the declaration of officers' interests that may conflict with those of the Trust. VIII. Approve arrangements for dealing with complaints. IX. Adopt the organisation structures, processes, and procedures to facilitate the discharge of business by the Trust and to agree modifications thereto. X. Receive reports from Committees including those that the Trust is required by the Secretary of State or other regulation to establish and to take appropriate action on. XI. Confirm the recommendations of the Trust's Committees where the Committees do not have Executive powers. XII. Establish ~~terms~~Terms of ~~reference~~Reference and reporting arrangements of all Committees and sub-~~Committees~~committees that are established by the Board. XIII. Approve arrangements relating to the discharge of the Trust's responsibilities as a bailer for patients' property. XIV. Ratify or otherwise instances of failure to comply with Standing Orders brought to the Chief Executive's attention ~~in accordance with SO5-10~~. XV. Formally address with members of the Board or employees who are in breach of statutory requirements or Standing Orders. XVI. Purchase of shares or other investments.
Appointments/Dismissal I. Appoint the Vice Chair of the Board. II. Appoint the Senior Independent Director of the Trust. III. Appoint and dismiss Committees (and individual members) that are directly accountable to the Board. IV. Confirm appointment of members of any Committee of the Trust as representatives on outside bodies.

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V.	Approve proposals of the Remuneration Committee regarding Directors and Senior employees and those of the Chief Executive for staff not covered by the Remuneration Committee.
Strategy, Plans and Budgets	
I.	Define the strategic aims and objectives of the Trust.
II.	Approve proposals for ensuring quality and developing clinical governance in services provided by the Trust, having regard to any guidance issued by the Secretary of State.
III.	Approve the Trust's overarching Risk Strategy.
IV.	Approve Outline and Final Business Cases for Capital Investment. (In line with the agreed financial thresholds set out in the Scheme of Delegation).
V.	Approve budgets.
VI.	Approve annually Trust's proposed organisational development proposals.
VII.	Ratify proposals for acquisition, disposal or change of use of land and/or buildings.
VIII.	Approve PFI proposals and variation as per thresholds within ~~Standing Financial Instructions~~SFI & Scheme of Delegation.
IX.	Approve the opening of bank accounts.
X.	Approve proposals on individual contracts (other than NHS contracts) of a capital or revenue nature amounting to, or likely to amount to over £5 million over the life of the contract.
XI.	Approve proposals for individual cases for the write-off of losses or making of special payments above the limits of delegation to the Chief Executive and Chief Finance Officer (for losses and special payments) previously approved by the Board.
XII.	Approve individual compensation payments.
XIII.	Approve proposals for action in litigation against or on behalf of the Trust.
XIV.	Review use of NHS Resolution risk pooling schemes ~~(LPST/CNST/RPST).~~.
Audit	
I.	Endorse the appointment or dismissal of External Auditors as recommended by the Auditor Panel ~~and advise the Audit Commission on the appointment~~.
II.	Receive the annual management letter received from the external auditor and agreement of proposed action, taking account of the advice, where appropriate, of the Audit Committee.
III.	Receive an Annual Report from the Audit Committee, which includes the recommendations and actions from Internal Audit.
Annual Reports and Accounts	
I.	Receipt and approval of the Trust's Annual Report and Annual Accounts.
Monitoring	
I.	Receive reports as the Board sees fit from Committees in respect of their exercise of powers delegated.
II.	Continuous appraisal of the affairs of the Trust by means of the provision to the Board as the Board may require from Directors, Committees, and employees of the Trust as

set out in Trust policy. All monitoring returns required by the Department of Health and other regulatory organisations shall be reported, at least in summary, to the Board.

III. Receive reports from Chief Executive & Chief Finance Officer on financial performance against budget and agreed priorities within Commissioners plans.

DECISIONS/DUTIES DELEGATE BY THE BOARD TO COMMITTEES

~~INTERNAL~~ASSURANCE COMMITTEE	DECISION/DUTIES DELEGATED BY THE BOARD TO COMMITTEES
Remuneration Committee	See **Remuneration Committee Terms of Reference (Appendix C)**
Audit Committee	See **Audit Committee Terms of Reference (Appendix D)**
Finance and Performance Committee	See **Finance and Performance Committee Terms of Reference (Appendix E)**
People Committee	See **People Committee Terms of Reference (Appendix F)**
Quality Assurance Committee	See **Quality Assurance Committee Terms of Reference (Appendix G)**
Perinatal Improvement Assurance Committee	See **Perinatal Improvement Assurance Committee Terms of Reference (Appendix H)**

EXTERNAL COMMITTEE	
WYAAT Committee in Common (CiC)	See **WYAAT Committee in Common Terms of Reference (Appendix B)**

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Appendix B – Terms of Reference – WYAAT Committee in Common (CiC)

TERMS OF REFERENCE FOR THE WYAAT COMMITTEE IN COMMON

THESE TERMS OF REFERENCE FORM PART OF THE WYAAT MEMORANDUM OF UNDERSTANDING. DEFINITIONS AND TERMINOLOGY ALIGN TO THE MEMORANDUM OF UNDERSTANDING

1 SCOPE

1.1 The WYAAT Committee in Common (WYAAT CIC) will be responsible for leading the strategic development of WYAAT in accordance with the Key Principles*, setting overall ambition and direction in order to deliver the WYAAT Strategy.

2 STANDING

2.1 Members shall only exercise functions and powers of a Party to the extent that they are actually permitted to ordinarily exercise such functions and powers under that Party's internal governance.

3 GENERAL RESPONSIBILITIES OF THE WYAAT CIC

The general responsibilities of the WYAAT CIC are:

3.1 Defining the strategy and providing strategic oversight and direction to the development of WYAAT as a provider collaborative.

3.2 ensuring alignment of all Parties to the vision and strategy.

3.3 formally recommending the final form of the Strategy; including determining roles and responsibilities within the workstreams.

3.4 reviewing the key deliverables and ensuring adherence with the required timescales and budget.

3.5 Defining risk appetite and tolerances.

3.6 receiving assurance that workstreams have been subject to robust quality impact assessments.

3.7 reviewing of the risks associated with the performance of any of the Parties in terms of the impact to the WYAAT Strategy – recommending remedial and mitigating actions across the system.

3.8 receiving assurance that risks associated with the delivery of the WYAAT Strategy, and wider system risks impacting the Parties are being identified, managed, and mitigated.

3.9 promoting and encouraging commitment to the Key Principles.

3.10 formulating, agreeing, and implementing approaches for delivery of the WYAAT Strategy.

3.11 seeking to determine or resolve any matter referred to it by the WYAAT Programme Executive or any individual Party and any dispute in accordance with the MoU.

3.12 reviewing and approving the Terms of Reference of the WYAAT Programme

Executive.

3.13 agreeing the Programme Budget and financial contribution and use of resources in accordance with the Risk and Gain Sharing Principles.

4 MEMBERS OF THE WYAAT CIC

4.1 Each Party will appoint their Chair and Chief Executive as WYAAT CIC Members and the Parties will at all times maintain a WYAAT CIC Member on the WYAAT CIC.

4.2 Each WYAAT CIC member will nominate a deputy to attend on their behalf. The Nominated Deputy will be a voting board member of the respective Party. The Nominated Deputy will be entitled to attend and be counted in the quorum at which the WYAAT CIC Member is not personally present and do all the things which the appointing WYAAT CIC Member is entitled to do.

4.3 Each Party will have one vote.

4.4 The Parties will all ensure that, except for urgent or unavoidable reasons, their respective WYAAT CIC Member (or their Nominated Deputy) attend and fully participate in the meetings of the WYAAT CIC.

5 PROCEEDINGS OF WYAAT CIC

5.1 The WYAAT CIC will meet quarterly, or more frequently as required by the Committee.

5.2 The WYAAT CIC shall meet in private where appropriate in order to facilitate discussion and decision making on matters deemed commercially sensitive and by virtue of the confidential nature of the business to be transacted across the WYAAT members. It is agreed by the Parties that the necessary checks and balances on openness, transparency and candour continue to exist and apply by virtue of the Parties each acting within existing accountability arrangements of the Parties', respective organisations, and the reporting arrangements of the WYAAT CIC into the Parties' Trust Board's.

5.3 The Parties will select one of the Parties' Chairs to act as the Chair of the WYAAT CIC meetings on a rotational basis for a period of six months or three meetings, whichever is the lesser.

5.4 The Chair of WYAAT will not simultaneously act as Chair of another Collaborative in West Yorkshire and Harrogate.

5.5 The WYAAT CIC may regulate its proceedings as they see fit save as set out in these Terms of Reference.

5.6 No decision will be taken at any meeting unless a quorum is present. A quorum will not be present unless every Party has at least one WYAAT CIC Member present.

5.7 Members of all Parties will be required to declare any interests which will be recorded and set out in a register and reviewed at the beginning of each meeting.

5.8 A meeting of the WYAAT CIC may consist of a conference between the WYAAT CIC Members who are not all in one place, but each of whom is able directly or by telephonic or video communication to speak to each of the others, and to be heard by each of the others simultaneously.

5.9 Each WYAAT CIC Member will have an equal say in discussions and will look to agree recommendations in line with the Principles of the WYAAT Strategy.

5.10 The WYAAT CIC will review the meeting effectiveness at the end of each meeting. Additionally, a survey of CIC members to assess effectiveness will be undertaken on an annual basis. The findings of this will be reviewed by CIC in order to ensure continuous improvement.

6 EXTRAORDINARY MEETINGS

6.1 In exceptional circumstances, where a decision is required, an extraordinary meeting of the CIC can be called between the scheduled meetings.

6.2 A request for an extraordinary meeting can be instigated by any Party and must be supported by at least two further Parties.

6.3 All attempts will be made to provide five working days' notice for an extraordinary meeting, with a minimum notice period of 48 hours where there is an urgent requirement for CIC to meet.

6.4 All extraordinary meetings will comply with the provisions within these Terms of Reference, in line with ordinary meetings of the CIC.

7 DECISION MAKING WITHIN THE WYAAT CIC

7.1 Each WYAAT CIC Member will comply with the existing accountability arrangements of their respective appointing organisation and will make decisions which are permitted under their organisation's Standing Orders, SFI and Scheme of Delegation. The Parties intend that WYAAT CIC Members shall report to and consult with their own respective organisations at Board level, (noting that decisions on recommendations made by the CIC will always be made by the Boards of Member Trusts) providing the governance assurance that ensures compliance with their regulatory and audit requirements, for organisational decisions relating to, and in support of, the WYAAT Key Principles and facilitating these functions in a timely manner.

7.2 Recognising that some decisions may not be of obvious benefit to or impact directly upon all Parties, WYAAT CIC Members shall seek to pay due regard to the best interests of the wider population in investing in a sustainable system of healthcare across the WYAAT service area in accordance with the Key Principles when making decisions at WYAAT CIC meetings.

7.3 In respect of matters which require decisions where all Parties are affected the Parties will seek to make such decisions on the basis of all WYAAT CIC Members reaching an agreed consensus decision in common in accordance with the Key Principles.

7.4 In respect of the matters which require decisions where only some of the Parties are affected, then the Parties shall reference the WYAAT Gateway Decision Mechanism at Schedule 4 of the Memorandum of Understanding.

8 ATTENDANCE OF THIRD PARTIES AT WYAAT CIC MEETINGS

8.1 The WYAAT CIC shall be entitled to invite any person to attend but not take part in making decisions at meetings of the WYAAT CIC.

9 ADMINISTRATION FOR THE WYAAT CIC

9.1 Meeting administration for the WYAAT CIC will be provided by the WYAAT

Programme Office including responsibility for governance advice, maintaining the register of interests and the minutes of the meetings of the WYAAT CIC.

9.2 The Agenda for the meeting will be agreed by the WYAAT CIC Chair. Papers for each meeting will be sent from the Programme Office to WYAAT CIC Members no later than five working days prior to each meeting. By exception, and only with the agreement of the Chair, amendments to papers may be tabled before the meeting.

9.3 The draft minutes, and a summary report from the WYAAT Director will be circulated promptly to all WYAAT CIC Members as soon as reasonably practical for inclusion on the private agenda of each Parties' Board meeting. The Chair of the meeting will be responsible for approval of the first draft set of minutes for circulation to members. The WYAAT Director will provide a summary for sharing in the public domain.

9.4 The WYAAT CIC will produce an annual report to the Boards of all Parties.

10 REVIEW

10.1 The WYAAT CIC will review these Terms of Reference at least annually for approval by the Parties.

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Appendix C – Terms of Reference – Remuneration Committee

1. Purpose

The purpose of the Committee is to be responsible for overseeing the process to identify and appoint candidates to *Director positions and for determining their remuneration, terms~~,~~ and conditions of employment and for approving severance packages for Directors and other employees, where so required by external guidance.

**Director positions incorporate the level 1, level 2 and level 3 posts identified in the VSM Pay Framework published May 2025. Where reference is made exclusively to an Executive Director these are specific members of the Board.*

2. Objective

The Committee will provide ~~non-executive~~Non-Executive oversight and assurance against the Trust's Directors function and remuneration packages.

3. Authority

The Committee is constituted as a standing ~~committee~~Committee of the Board of Directors.

The Committee is authorised by the Trust Board to investigate any activity within its Terms of Reference, with adherence to the Trust's scheme of delegation and standing financial instructions~~.~~ (SFIs). The Committee can request information, reports, and assurances from any employee in relation to those areas within these Terms of Reference and all employees are directed to cooperate with any request made by the Committee.

In consultation with the Director of Corporate Affairs, the Committee can access independent professional advice and secure the attendance of persons outside the Trust with relevant experience and expertise if it considers this necessary.

The Remuneration Committee is a standing ~~committee~~Committee in that its responsibilities and purpose are not time limited and will continue to meet in accordance with these Terms of Reference.

4. Membership and Quoracy

The Membership and attendance shall be disclosed in the Annual report and shall be all Non-Executive Directors of the Board. For the purposes of these Terms of Reference, the definition of Non-Executive Director shall include Associate Non-Executive Directors.

The quorum for meetings shall be two Non-Executive Directors, one of whom should be the ~~Committee~~Trust Chair, unless they are unable to attend due to exceptional circumstances.

5. Attendance and Secretariat

Members should make every effort to attend all meetings of the Committee and will be required to provide an explanation to the Chair of the Committee if they fail to attend less than 80% of meetings in a financial year. The Director of Corporate Affairs will monitor attendance by members ~~and report this to the Chair of the Committee annually.~~which will be published within the Annual Report.

The Chief People Officer may be invited to attend for specific agenda items to provide professional advice and guidance with the agreement of the Chair of the Committee.

The Director of Corporate Affairs will provide appropriate administrative support to the Chair and Committee members. This will include agreement of the agenda with the Chair, collation, and circulation of papers, producing the minutes of the meetings, keeping a record of agreed actions and follow up, and advising the Chair and members of the Committee as appropriate.

6. Frequency of meetings

The Committee shall meet with such frequency and at such times as it may determine, and the Chair may convene additional meetings of the Committee if necessary to consider business that requires urgent attention.

It is expected that, under normal circumstances, the Committee shall meet a minimum of twice yearly.

7. Duties of the Committee

The primary duties of the Committee will be (but not limited to):

- Determine all terms and conditions of employment of all Directors, including any requests to vary such terms and conditions and all benefits associated with each post including pension rights, performance related pay/incentives (if any). This includes substantive fixed-term and interim appointments, regardless of whether the individual is paid via the Trust's payroll or not.
- In the case where a new or uplifted salary is at or above the £170,000pa, external approval may also be required in accordance with any guidance in place at the time.
- Consider appropriate benchmarking data, for example the annual survey carried out by NHS Alliance when considering the overall market positioning of Executive Director remuneration packages.
- Assess the performance objectives of the Chief Executive, Executive Directors and Directors who operate below the Executive Team and ensure that performance is assessed against these objectives annually.
- Where the Chair has concerns regarding the performance of Directors, they would seek counsel of the Remuneration Committee.
- Oversee the process to identify and appoint candidates to all Level 1, Level 2 & Level 3 Director positions (recommended by the Chair/Chief Executive or Executive Director as appropriate) and for determining their remuneration, performance, and other conditions of service. This includes substantive, fixed term and interim appointments, regardless of whether the individual is paid via the Trust's payroll or not.
- To approve severance packages as follows:
  - All severance packages, regardless of value for all Level 1, Level 2, and Level 3 Directors.
  - All non-contractual severance packages, regardless of value, for all staff
- Take into consideration, and apply as required, any relevant guidance or direction supplied by the Department of Health, or any other relevant body, in the review of any remuneration or terms and conditions of employment of any staff.
- Consider the time commitments arising from any external interests of the Directors and whether any payments made by other organisations for the exercise of such duties should be retained by the Director or paid to LTHT in recognition of their time away from LTHT duties.
- Consider and approve any request for secondment from a Director.

8. Reporting and Assurance

Formal minutes shall be taken of all Committee meetings. The Committee will report to the Ppublic Board meeting after each meeting. The Committee shall receive and agree a description of the work of the Committee, its policies, and all Director emoluments in order

that these are accurately reported in the required format in the Trust's annual report and accounts.
9. Links to other Board Committees
The Department of Health Group Accounting Manual requires a disclosure to be made within the Annual Report to disclose details of all exit packages, analysed between compulsory redundancies and other, non-compulsory departures. The values of these exit packages are analysed by cost band and will be reviewed by the Audit Committee.
10. Monitoring and Review
These Terms of Reference will be reviewed by the Committee and approved by the Board of Directors annually or in light of changes to national legislation.

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Appendix D – Terms of Reference – Audit Committee

1. Purpose

The purpose of the Committee is to lead on behalf of the Board of Directors ("the Board") the acquisition and scrutiny of assurances concerning the effective design and operation of internal control, and financial reporting and disclosure.

2. Objective

The focus of the Committee will be driven by the Trust's objectives and the associated risks. An annual programme of business will be agreed each financial year; however, this will be flexible to new and emerging priorities and risks.

3. Authority

The Committee is constituted as a standing Committee of the Board ~~of Directors~~.

The Committee is authorised by the ~~Trust~~ Board to investigate any activity within its Terms of Reference, with adherence to the Trust's scheme of delegation ~~and standing financial instructions.~~, Standing Financial Instructions (SFIs) and Standing Orders. The Committee can request information, reports, and assurances from any employee in relation to those areas within ~~these Terms of Reference~~its remit and all employees are directed to cooperate with any request made by the Committee.

The Committee may invite any Director, Executive, external or internal auditor, or other persons to attend any meetings of the Committee if this is considered beneficial to assist the Committee in the attainment of its objectives.

In consultation with the Board ~~of Directors~~, the Committee can access independent professional advice and secure the attendance of persons outside the Trust with relevant experience and expertise if it considers this necessary.

The Audit Committee is a standing Committee in that its responsibilities and purpose are not time limited.

4. Membership and Quoracy

The Committee Membership shall be disclosed in the Annual Report and shall ~~be~~comprise a

minimum of three independent Non-Executive Directors of the Board ~~(~~, excluding the Trust Chair~~).~~ . For the purposes of these Terms of Reference, the definition of Non-Executive Director shall include Associate Non-Executive Directors.

At least one of the members shall have recent and relevant financial experience. There shall be no deputies allowed in the absence of a member attending. In the event that the Committee ~~chair~~Chair is absent, one of the other independent Non-Executive Directors will preside as Chair.

The Chief Finance Officer and Director of Corporate Affairs shall be in attendance at all meetings except in relation to reserved business. They may send deputies to represent them in their absence or invite specific colleagues to address the Committee where appropriate and agreed with the Committee Chair.

The following persons shall regularly be invited to attend at the discretion of the Committee, either for a particular item or for the whole meeting: External Audit Lead, Associate Director

~~or~~of Finance, Director of Quality, Chief Internal ~~Audit~~Auditor and Local Counter Fraud Specialist. The Chief Executive will be invited to attend meetings in relation to the publication of the Annual Accounts and Annual Governance Statement.

A quorum shall be two members, ~~comprising~~both of ~~two~~whom must be Non-Executive Directors.

5. Attendance and Secretariat

Members should make every effort to attend all meetings of the Committee ~~and~~. A member who attends fewer than 80% of meetings during a financial year will be required to provide an explanation to the ~~Chair of the~~ Committee ~~if they fail to attend less than 80% of meetings in a financial year,~~Chair. The Director of Corporate Affairs will monitor attendance by members ~~and report this to the Chair of the Committee annually.~~which will be published within the Trust's Annual Report.

Other Executive Directors and other Trust staff will be invited to attend for specific agenda items with the agreement of the Chair of the Committee and particularly when the Committee is discussing areas of risk or operation that are the responsibility of that Director.

The Director of Corporate Affairs will ensure that the Trust Secretariat Team provides a Secretary to the Committee and appropriate administrative support to the Chair and Committee members. This will include agreement of the agenda with the Chair and Executive leads, collation and circulation of papers, producing the minutes of the meetings, keeping a record of agreed actions and follow up, and advising the Chair and ~~members of the~~ Committee members as appropriate.

6. Frequency of meetings

The Committee shall meet with such frequency and at such times as it may determine, and the Chair may convene additional meetings of the Committee if necessary to consider business that requires urgent attention.

It is expected that the Committee shall meet a minimum of four times per year with normal practice of meetings held quarterly with an additional meeting held to review the Annual Accounts in line with the External Audit cycle.

Committee members will meet alone with the external auditor, the Head of Internal Audit and the Counter Fraud Lead at least once each year to ensure that there are no unresolved issues or concerns, and they are not being subjected to any undue influence by Executive Directors.

7. Duties of the Committee

The primary duties of the Committee will be (but not limited to):

Integrated governance, risk management and internal control

To review the adequacy and effectiveness of the system of governance, risk management and internal control, across the whole of the organisation's activities (clinical and non-clinical), that supports the achievement of the organisation's objectives. In particular, the Committee will review the adequacy and effectiveness of:

- Risk and control related disclosure statements (including the Annual Governance Statement), together with any accompanying Head of Internal Audit Opinion, external audit opinion or other appropriate independent assurances, prior to submission to the Board.
- The underlying assurance processes that indicate the degree of achievement of the organisation's objectives, the effectiveness of the management of principal risks and the appropriateness of disclosure statements.

- The policies for ensuring compliance with relevant regulatory, legal and code of conduct requirements and any related reporting and self-certifications.
- Self-assessment submissions completed by the organisation and assurance of the evidence supplied to external bodies (including the NHSE Provider Capability Assessment and Maternity Incentive Scheme).
- The policies and procedures to support compliance in completing the External Visits Register and maintaining accurate and up-to-date records of visits ~~form~~from external bodies.
- The policies and procedures for all work related to counter fraud, bribery and corruption as required by the NHS Counter Fraud Authority.
- Controls in place to manage the level 1 risks described within the Board Assurance Framework.

Internal Audit

- To monitor and review the effectiveness of the internal audit function, consider the major findings of internal investigations and management's response, and to be satisfied that the internal audit function is adequately resourced, has appropriate standing within the Trust and operates with independence.
- To advise and approve the appointment and removal of the Chief Internal Auditor.
- To approve in advance the internal audit and counter-fraud work plans and be satisfied that the breadth and depth of internal work is sufficient to meet the Board's assurance needs, and that there is sufficient resource, capacity, and capability to deliver the internal audit plan.
- To ensure that the material issues arising from the work of internal audit which relate to matters which fall within the scope of the respective objectives and responsibilities of Board ~~Committees~~Committee's shall be communicated to such ~~Committees~~Committee's and considered within their agendas.
- To satisfy itself that there is appropriate co-ordination between the internal and external auditors.

External Audit

- To make recommendations to the Board to establish an Auditor Panel in relation to the appointment, re-appointment and removal of the external auditor and be directly responsible for the approval of the remuneration and terms of engagement (including use of non-audit services) of the external auditor.
- To review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process, taking into consideration relevant professional and regulatory requirements and reports from the external auditors on their own policies and procedures regarding independence and quality control and to oversee the appropriate rotation of audit partners with the external auditor.
- To approve and oversee policy on the engagement of the external audit to supply non-audit services, taking into account relevant ethical guidance regarding the provision of non-audit services by the audit firm; and to approve in advance any non-audit services provided by external audit and the fees for any such services; to report to the Board, identifying any matters in respect of which it considers that action or improvement is needed and making recommendations as to the steps to be taken.
- To review the external auditor's annual report on the progress of the audit, its management letter, any material queries raised by the external auditor to management in respect of the accounting records, financial accounts or systems of control and, in each case, responses from management. Any material issues arising which relate to the management of risk or internal controls shall also be referred to

the Risk Management Committee or Board ~~of Directors~~ as ~~appropriately~~appropriate by the Director of Corporate Affairs.

- To ensure a timely response is provided to the financial reporting and related control issues raised in the external auditor's management letter.
- To discuss with the external auditor their general approach, nature and scope of their audit and reporting obligations before the audit commences including, in particular, the nature of any significant unresolved accounting and auditing problems and reservations arising from their interim reviews and final audits, major judgmental areas (including all critical accounting policies and practices used by the Trust and changes thereto), all alternative accounting treatments that have been discussed with management together with the potential ramifications of using those alternatives, the nature of any significant adjustments, the going concern assumption, compliance with accounting standards and legal requirements, reclassifications or additional disclosures proposed by the external auditor which are significant or which may in the future become material, the nature and impact of any material changes in accounting policies and practices, any written communications provided by the external auditor to management and any other matters the external auditor may wish to discuss (in the absence of management where necessary).
- To consider any findings of major investigations of internal control over financial reporting matters as delegated by the Board or identified by the Committee.

Counter fraud, bribery~~,~~ and declarations

- To satisfy itself that the organisation has adequate arrangements in place for counter fraud, bribery and corruption that meet NHSCFA's standards and to review the outcomes of work in these areas.
- To review, approve and monitor counter fraud work plans, receiving regular updates on counter fraud activity, monitor the implementation of action plans and discuss NHSCFA quality assessment reports.
- To review, in conjunction with the Chief Executive, and report to the Board an opinion on the Declarations of Independence made by Non-Executive Directors.

Financial reporting

- To review the Trust's financial and accounting policies and practices.
- To monitor the integrity of the financial statements of the Trust, and any formal announcements relating to the Trust's financial performance or supplementary regulatory information, reviewing significant financial reporting judgements contained in them. In reviewing the Trust's financial statements before submission to the Board, the Committee shall focus particularly on:
  - *the wording in the annual governance statement and other disclosures relevant to the Terms of Reference of the Committee*
  - *changes in, and compliance with, accounting policies, practices, and estimation techniques*
  - *unadjusted misstatements in the financial statements*
  - *significant judgements in preparation of the financial statements*
  - *significant adjustments resulting from the audit*
  - *letters of representation*
  - *explanations for significant variances.*
  - *System for raising concerns.*

In ~~the~~ regard to the above:

- *members of the Committee shall consult with ~~the~~ Board, members of senior management and the external auditor, Chief ~~internal~~Internal Auditor; and*

- *the Committee shall consider any significant or unusual items that are, or may need to be, highlighted in the annual report and accounts, and shall consider any such matters raised by the staff responsible for the accounting and financial reporting function.*

- To provide advice to the Board on whether the annual report and accounts (and declarations contained therein), taken as a whole, is fair, balanced, and understandable and provides the information necessary for stakeholders to assess the Trust's performance, business model and strategy.
- To provide to the Board such assurances as it may reasonably require regarding compliance by the Trust with all supervisory and other regulations or legal obligations to which they are subject.
- To review and discuss with management the effectiveness of the Trust's internal control systems and financial reporting, and to endorse the content of the statement relating to internal controls over financial reporting in the annual report and accounts for submission to the Board.

Other assurance functions

- To review the establishment and maintenance of an effective system of integrated governance, risk management and internal control, across the whole of the organisation's activities (both clinical and non-clinical) that supports the achievement of the Trust's objectives.
- To be satisfied that procedures for the receipt, retention and confidential treatment of concerns raised by employees or contracts, whilst at work in accordance with the Public Interest Disclosure Act (commonly known as 'Whistleblowing'/ Freedom to Speak Up) are embedded, used by staff, responded to appropriately and effective.
- To seek assurance on behalf of the Board on the use, scrutiny, frequency, and application of Single Tender Waiver actions, with the Director of Procurement in attendance.
- To seek assurance on behalf of the Board on the application ~~if~~of the Single Site Evaluation and make a recommendation to the Board for approval.
- To satisfy itself that the organisation has adequate arrangements in place to support cyber security and data protection which will include an annual review of the Data Protection Security Toolkit (DSPT).
- To review the work of other ~~Committees~~Committee's within the organisation, whose work can provide relevant assurance to the Audit Committee's own areas of responsibility. In particular, this will include any ~~Committees~~Committee's covering safety/ quality, for which assurance from clinical audit can be assessed, and risk management.

8. Reporting and Assurance

~~The Committee will receive a regular report from the Chief Finance Officer covering issues escalated from relevant the executive groups.~~

The minutes of the Committee's meetings will be provided to the ~~Trust~~ Board alongside a written Committee Chair's ~~Summary~~ Report highlighting any areas of exception, providing a summary of key assurances, and drawing attention to any matters that require disclosure or escalation to the Board~~, specifically where there is a lack of assurance in any aspect of the internal audit programme~~. This will include any matter within the Committee's remit where assurance is limited or where performance or risk is outside agreed tolerances.

The Committee will provide an annual report to the Board ~~of Directors~~ on the effectiveness of its work and findings, including its review of relevant Board Assurance Framework entries and regulatory compliance. This will be based on an annual effectiveness review to be undertaken

by the Committee (with contributions from regular attendees and report authors) which will inform its forward work plan.

The Committee will review and endorse the information contained within the Annual Report and Annual Accounts submission to the Board.

9. Links to other Board ~~Committees~~Committee's

The Trust's Audit Committee will retain overall responsibility for monitoring, reviewing, and reporting to the Board ~~of Directors~~ on all aspects of governance, risk management and internal control. It will do so having regard to the assurance provided by the Trust's Finance ~~&~~and Performance Committee, People Committee, Quality Assurance Committee, Perinatal Improvement Assurance Committee and Risk Management Committee in ~~their~~the undertaking of their work programmes.

10. Monitoring and Review

These Terms of Reference will be reviewed by the Committee and approved by the Board ~~of Directors~~ annually or as any significant amendments to the ~~Committees~~Committee's primary duties arise.

The Committee will commit to undertaking an annual review of the effectiveness of the Committee to inform the Committee's annual report to the Board ~~of Directors~~ and the following year's work programme. This review will take account of the latest Audit Committee best practice guidance.

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Appendix E – Terms of Reference – Finance and Performance Committee

1. Purpose

The purpose of the Committee is to lead on behalf of the Board of Directors ("the Board") the acquisition and scrutiny of assurances regarding:

- Financial and operational performance against national planning guidance.
- Strategic matters in relation to procurement, estates, information technology, and information management.
- Five-Year Financial Strategy~~-~~.
- Clinical activity and key performance indicators.
- Oversight of the Trust's capital spend and priorities for capital investment.
- Commercial income of research and innovation activity.
- The environmental sustainability of projects and investments and their alignment to the Greener NHS plan.

The Committee is authorised to review and approve Business Cases and Contract Awards up to its scheme of delegation limit, and to make recommendations to the Board on cases that exceed its approval limit.

2. Objective

The Committee will provide oversight and assurance against the Trust's commitment to ensure financial sustainability, and to provide the highest quality specialist and integrated care. It will do so through the duties as stated at section 7 of these Terms of Reference. The Committee will receive configured data, review progress, and advise on improvements in relation to the following ~~of the Trust's~~Trust goals:

- ~~Deliver a sustainable surplus by becoming the most efficient teaching hospital.~~
- ~~Deliver fit for purpose healthcare infrastructure.~~
- ~~Be~~Patient Care: Deliver the highest quality and safest treatment to every patient, every time.
- Partnerships: Build strong collaborations across Leeds and West Yorkshire to reduce health inequalities.
- Sustainability: Become one of the greenest NHS trusts in the ~~top quartile for holistic health~~ UK and meet net-zero targets.
- Financial Stability: Ensure long-term financial health alongside high-performance care.

Data sets provided to the Committee will be in a format which allows the Committee to be alerted to areas of variance or escalation and enable it to fulfil its function as an assurance Committee.

3. Authority

The Committee is constituted as a standing Committee of the Board ~~of Directors~~.

The Committee is authorised by the ~~Trust~~ Board to investigate any activity within its Terms of Reference, with adherence to the Trust's scheme of delegation ~~and standing financial instructions.~~, Standing Financial Instructions (SFIs) and Standing Orders. The Committee can request information, reports, and assurances from any employee in relation to those areas

within ~~these Terms of Reference~~its remit and all employees are directed to cooperate with any request made by the Committee.

The Committee may invite any Director, Executive, external or internal auditor, or other persons to attend any meetings of the Committee if this is considered beneficial to assist the Committee in the attainment of its objectives.

In consultation with the Board ~~of Directors~~, the Committee can access independent professional advice and secure the attendance of persons outside the Trust with relevant experience and expertise if it considers this necessary.

The Finance and Performance Committee is a standing Committee in that its responsibilities and purpose are not time limited. It will continue to meet in accordance with these Terms of Reference until the ~~Trust~~ Board determines otherwise.

4. Membership and Quoracy

The Committee Membership shall be disclosed in the Annual Report and shall ~~be~~include a minimum of three independent Non-Executive Directors of the Board~~.~~, the Chief Finance Officer, Chief Operating Officer, Director of Estates and Facilities, Director of Transformation, Director of Corporate Affairs, Deputy Chief Operating Officer, Deputy Director of Finance and Director of Planning

For the purposes of these Terms of Reference, the definition of Non-Executive Director shall include Associate Non-Executive Directors. At least
one of the non-executive members shall have recent and relevant financial experience. There shall
be no deputies allowed in the absence of a non-executive member attending. In the event that the Committee ~~chair~~Chair is absent, one of the other independent Non-Executive Directors will preside as Chair.

~~The Chief Finance Officer, Chief Operating Officer, Director of Estates & Facilities, Director of Corporate Affairs, Director of Transformation, and Associate Director of Finance shall be in attendance at all meetings except in relation to reserved business. They~~Executive members may send deputies to represent them in their absence or invite specific colleagues to address the Committee where appropriate and agreed with the Committee Chair.

A quorum shall be three members, comprising two Non-Executive Directors and one Executive Director. ~~In exceptional circumstances, an Executive Director member may send an appropriate~~ Appropriately nominated ~~deputy in their place, and this~~deputies will count towards the quorum.

If the meeting becomes inquorate, no formal decision may be taken. Any business discussed will be recorded and referred to a subsequent quorate meeting or to the Board, as appropriate.

5. Attendance and Secretariat

Members should make every effort to attend all meetings of the Committee ~~and~~. A member who attends fewer than 80% of meetings during a financial year will be required to provide an explanation to the ~~Chair of the~~ Committee ~~if they fail to attend less than 80% of meetings in a financial year,~~Chair. The Director of Corporate Affairs will monitor attendance by members ~~and report this to the Chair of the Committee annually~~which will be reported within the Trust's Annual Report.

Other Executive Directors and other Trust staff will be invited to attend for specific agenda items with the agreement of the Chair of the Committee.

The Director of Corporate Affairs will ensure that the Trust Secretariat Team provides a Secretary to the Committee and appropriate administrative support to the Chair and Committee members. This will include agreement of the agenda with the Chair and Executive leads, collation and circulation of papers, producing the minutes of the meetings, keeping a record of agreed actions and follow up, and advising the Chair and members of the Committee as appropriate.

6. Frequency of meetings

The Committee shall meet with such frequency and at such times as it may determine, and the Chair may convene additional meetings of the Committee if necessary to consider business that requires urgent attention.

It is expected that the Committee shall meet a minimum of 10 per year with normal practice of monthly meetings.

7. Duties of the Committee

The primary duties of the Committee will be (but not limited to):

Finance:

- To receive and scrutinise financial performance including financial position (Trust and ICS), risk range, capital, cash, CSU financial performance, contracting ~~&~~and commissioning, compliance with Better Payment Practice Code and Waste Reduction Plans.
- To oversee current and forward-looking financial and operational performance pressures including stabilisation, reset, and recovery.
- To oversee progress against the Five-Year Financial Strategy and consider future financial and operational strategy including capital and liquidity management.
- To receive oversight and assurance against the Trust's Productivity position and scrutinise the assurance provided by management, seeking assurance of the application and effectiveness of improvement actions.
- To provide oversight to the capital programme, including the approach to prioritising capital funding and monitoring spend against allocation ~~(with reference to the three internal funding streams for Digital, Building & Engineering, and Medical Scientific Equipment).~~.
- The Committee is authorised to approve Business Cases up to the value ~~of £5M as~~ defined in the scheme of delegation in the Trust's Standing Orders. Matters exceeding these limits will be considered by the Committee and recommended to the Board for approval. The Committee will assure itself that due diligence process has been followed and that the Business Case provides value for money and aligns with the Trust's wider strategic plans and values.
- The Committee will receive routine benefits realisation reviews of previous capital approvals with a view to provide assurance that the investment had achieved its purpose; particularly where this was in relation to performance and patient experience.
- To consider and advise the Board on the risks associated with any material financial transactions. In preparing such advice the Committee shall satisfy itself that a due diligence appraisal of the proposition is undertaken, focusing on the implications for financial and operational performance, and is within the risk appetite and tolerance of the Trust.
- To oversee the development and progress of the Procurement Strategy and ensure that best practice and procurement law is appropriately reflected.

- To consider the potential for commercial opportunities and review the benefits realisation of previous investments.

Performance

- To scrutinise the monthly operational performance against the Constitutional Standards and seek assurance on areas of variance.
- ~~Escalate~~To escalate any areas of significant risk or non-compliance to the appropriate Committee and/or Board.
- To review the annual Planning Guidance Submission and seek assurance on the resources in place to deliver against the plan.
- To review the annual Winter Plan for the Trust and City, including the application of resources allocated for additional winter spend.
- ~~The Committee will~~To receive ~~routine performance~~regular deep-~~dives against~~dive reports on key performance ~~metrics the subject of which~~measures. Topics will be ~~defined~~set out in the ~~Committees forward plan however will explicitly~~ Committee's work programme and will include ~~each of the~~NHS Constitutional ~~Standards~~standards and ~~any~~ areas of increased operational risk.

Other Assurance Functions

- To review the environmental sustainability of projects and investments and their alignment to the Greener NHS plan.
- To receive information on the commercial income and expenditure in relation to research and innovation activity.
- To review on behalf of the Audit Committee the findings of Internal and External Audit reports covering matters within the remit of the Finance and Performance Committee, seeking assurance that appropriate actions are identified and implemented in response to recommendations and that learning is shared across the organisation.
- To receive and review entries on the Board Assurance Framework (BAF) which are to be overseen by the Committee and ensure that they are appropriately reflected on the Committee's work programme to enable the Committee to gain assurance on the effectiveness of the controls in place and progress in addressing gaps in control and assurance.
- Consider the control and mitigation of financial and performance high-rated risks and provide assurance to the Board that such risks are being effectively controlled and managed.
- To seek assurance and act upon escalations arising from its sub-Committee structure.

8. Reporting and Assurance

~~The Committee will receive a regular report from the Chief Finance Officer covering issues escalated from relevant the executive groups.~~ The Committee will also receive regular exception reports from any sub-Committee it establishes, or regularly gains assurance from, which currently includes the:

- Capital Planning Group
- Turnaround Executive Group

The minutes of the Committee's meetings will be provided to the ~~Trust~~ Board alongside a written Committee Chair's ~~Summary~~ Report highlighting any areas of exception, providing a summary of key assurances, and drawing attention to any matters that require disclosure or escalation to the Board~~, specifically where there is a lack of assurance in any aspect of the financial strategy~~. This will include any matter within the Committee's remit where assurance is limited or where performance or risk is outside agreed tolerances.

The Committee will provide an annual report to the Board ~~of Directors~~ on the effectiveness of its work and findings, including its review of relevant Board Assurance Framework entries and regulatory compliance. This will be based on an annual effectiveness review to be undertaken by the Committee (with the involvement of regular attendees and report authors) which will inform its forward work ~~plan~~programme.

9. Links to other Board ~~Committees~~Committee's

The Trust's Audit Committee will retain overall responsibility for monitoring, reviewing, and reporting to the Board ~~of Directors~~ on all aspects of governance, risk management, and internal control. It will do so having regard to the assurance provided by the Finance and Performance Committee in undertaking its work programme.

Where there is a perceived overlap of responsibilities between the Quality Assurance Committee, People Committee, and Risk Management Committee usually in consultation with the Chief Finance Officer and Director of Corporate Affairs, the respective Committee Chair shall have the discretion to agree the most appropriate Committee to fulfil any obligation.

10. Monitoring and Review

These Terms of Reference will be reviewed by the Committee and approved by the Board ~~of Directors~~ annually or as any significant amendments to the ~~Committees~~Committee's primary duties arise.

The Committee will commit to undertaking an annual review of the effectiveness of the Committee to inform the Committee's annual report to the Board ~~of Directors~~ and the following year's work programme.

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Appendix F – Terms of Reference – People Committee

People Committee

Terms of Reference

1. Purpose

The purpose of the Committee is to provide assurance to the Board on the quality and impact of workforce and organisational development strategies and the effectiveness of workforce management in the Trust.

This includes but is not limited to recruitment and retention, colleague health and wellbeing, learning and development, colleague engagement, organisational development, leadership, workforce spend and workforce planning.

The Committee retains the authority to establish as it deems necessary sub-groups aligned to key areas of its activity.

~~The purpose of the Committee is to lead on behalf of the Board of Directors the acquisition and scrutiny of assurances concerning:~~

- ~~Workforce planning,~~
- ~~Progress and delivery of the Trust's People Priorities Strategy and the Learning, Education and Training (LET) Strategy.~~
- ~~Progress and delivery of the Trust's Equality, Diversity, and Inclusion (EDI) Strategy and plans for a sustainable and equitable workforce,~~
- ~~Progress against workforce and education performance metrics (including training compliance),~~
- ~~Progress against people performance indicators (including Freedom to Speak Up and staff experience),~~
- ~~Operational issues impacting the workforce (including education and training).~~

2. Objective

The Committee provides assurance to the Board that the Trust has the culture, workforce capacity, capability and leadership required to deliver its strategic objectives and provide high-quality, safe and sustainable patient care.

It oversees delivery of the Trust's People Strategy and provides assurance on workforce sustainability, organisational culture, colleague experience and development and the effective management of material people and workforce risks.

The Committee will use relevant workforce intelligence and evidence to identify variation, emerging risks and areas requiring improvement or escalation ensuring that appropriate action is taken and sustained.

~~The Committee will provide oversight and assurance against the Trust's commitment to support and develop its people through oversight of the People Plan and through the duties as stated at section 7 of these Terms of Reference. The Committee will receive configured data, review progress, and advise on improvements in relation to the following of the Trust's goals:~~

- ~~Have an embedded culture of service improvement and innovation.~~

- ~~Have a consistent, high-performing, and sustainable workforce.~~

~~Data sets provided to the Committee will be in a format which allows the Committee to be alerted to areas of variance or escalation and enable it to fulfil its function as an assurance Committee.~~

3. Authority

The Committee is constituted as a standing Cc~~o~~mmittee of the Board.

The Committee is authorised by the Board to investigate any activity within its Terms of Reference, with adherence to the Trust's scheme of delegation, ~~and~~ Ss~~s~~tanding Ff~~f~~inancial Ii~~n~~structions (SFIs) and Standing Orders. The Committee can request information, reports, and assurances from any employee in relation to those areas within ~~these Terms of Reference~~its remit and all employees are directed to cooperate with any request made by the Committee.

The Committee may invite any Director, Executive, external or internal auditor, or other persons to attend any meetings of the Committee if this is considered beneficial to assist the Committee in the attainment of its objectives.

In consultation with the Board, the Committee can access independent professional advice and secure the attendance of persons outside the Trust with relevant experience and expertise if it considers this necessary.

The People Committee is a standing Cc~~o~~mmittee in that its responsibilities and purpose are not time limited. It will continue to meet in accordance with these Terms of Reference until the Board determines otherwise.

4. Membership and Quoracy

The Committee Membership shall be disclosed in the Annual Report and shall include~~be~~ a minimum of four~~three~~ independent Non-Executive Directors of the Board. For the purposes of these Terms of Reference, the definition of Non-Executive Director shall include Associate Non-Executive Directors.

At least
one of the members shall have recent and relevant HR experience. There shall
be no deputies allowed in the absence of a Non-Executive member attending. In the event that the Committee Cc~~h~~air is absent, one of the other independent Non-Executive Directors will preside as Chair.

Additional executive members include the

~~The~~ Chief People Officer, Director of Estates and Facilities, Chief Digital Information Officer, Director of Transformation and Director of Corporate Affairs ~~shall be in attendance at all meetings except in relation to reserved business~~. They may send deputies to represent them in their absence or invite specific colleagues to address the Committee where appropriate and agreed with the Committee Chair.

The following persons may be invited to attend at the discretion of the Committee, either for a particular item or for the whole meeting: Deputy Director(~~/~~s) of Human Resources, Deputy Chief Medical Officer (Medical Director – Professional Standards, Medical Workforce and Responsible Officer).

A quorum shall be three members, comprising two Non-Executive Directors and one Executive Director. ~~In exceptional circumstances, an Executive Director member may send an A~~appropriately nominated deputies ~~y in their place, and this~~ will count towards the quorum.

5. Attendance and Secretariat

Members should make every effort to attend all meetings of the Committee. A member who attends fewer than 80% of meetings during a financial year will be required to provide an explanation to the Committee Chair. The Director of Corporate Affairs will monitor attendance by members and report this to the Chair of the Committee annually. ~~and will be required to provide an explanation to the Chair of the Committee if they fail to attend less than 80% of meetings in a financial year, The Director of Corporate Affairs will monitor attendance by members and report this to the Chair of the Committee annually.~~

Other Executive Directors and other Trust staff will be invited to attend for specific agenda items with the agreement of the Chair of the Committee.

The Director of Corporate Affairs will ensure that the Trust Secretariat Team provides a Secretary to the Committee and appropriate administrative support to the Chair and Committee members. This will include agreement of the agenda with the Chair and Executive leads, collation and circulation of papers, producing the minutes of the meetings, keeping a record of agreed actions and follow up, and advising the Chair and Committee members ~~of the Committee~~ as appropriate.

6. Frequency of meetings

The Committee shall meet with such frequency and at such times as it may determine, and the Chair may convene additional meetings of the Committee if necessary to consider business that requires urgent attention.

It is expected that the Committee shall meet a minimum of six~~four~~ times per year with normal practice of meetings bi-monthly.

7. Duties of the Committee

~~The primary duties of the Committee will be (but not limited to):~~

- ~~To oversee progress on the development and delivery of workforce, organisational development, education, and cultural change strategies that support the Trust's strategic priorities and in the context of the ICS and national picture.~~
- ~~To monitor and review progress against the priorities defined within the Trust's People Priorities and to ensure local workforce plans compliment and support regional and national strategies.~~
- ~~To oversee progress on workforce planning aligned with finance and service delivery.~~
- ~~To monitor key workforce metrics including vacancies, agency and bank spend, turnover, sickness absence, deployment, etc. and be assured that appropriate actions are being taken forward to mitigate risks including escalation to other Board Committees where appropriate.~~
- ~~To review progress regarding key workforce strategic objectives including engagement and culture, education and training, health and wellbeing, equality diversity, and inclusion (edi), and recruitment and retention.~~
- ~~To monitor and review EDI metrics and specifically review the Workforce Race Equality Standards (WRES) and Workforce Disability Equality Standard (WDES) prior to sign off by the Board of Directors.~~
- ~~To monitor compliance against key workforce standards and statuary and regulatory responsibilities (as defined in relevant workforce policies) including pre-employment~~

checks, DBS compliance, Employee Relations, Appraisal, Induction (corporate and local), and Occupational Health.

- To receive assurance on compliance with staff mandatory and priority training and escalate areas of non-compliance.
- To review and seek assurance against the findings of the Staff Survey results and associated findings and action plans.
- To scrutinise the assurance on leadership, talent and succession plans in place across the Trust to ensure the Trust has leaders with the appropriate skills and development opportunities.
- To monitor and be assured of the Freedom to Speak Up arrangements, and that appropriate resources are applied, and that staff feel listened to with concerns responded to. The Committee will support the FtSU Guardian to present an annual update to the Board to assure it of the effectiveness of the arrangements in place.
- To receive annual assurance on the process and progress in place to support workforce and well-being policies including, Violence & aggression, Domestic abuse & sexual violence and Disciplinary procedures.
- To oversee and receive assurance of the actions of the 10-point plan to improve resident doctor's working lives and report regularly to the Board highlighting progress, risks, and opportunities for improvement. The Committee will seek to champion the resident doctor experience as a strategic priority, ensuring it is considered in all relevant decision-making processes.
- To review on behalf of the Audit Committee the findings of Internal and External Audit reports covering matters within the remit of the People Committee, seeking assurance that appropriate actions are identified and implemented in response to recommendations and that learning is shared across the organisation.
- To receive and review entries on the Board Assurance Framework (BAF) which are to be overseen by the People Committee and ensure that they are appropriately reflected on the Committee's work programme to enable the Committee to gain assurance on the effectiveness of the controls in place and progress in addressing gaps in control and assurance.
- Consider the control and mitigation of workforce high-rated risks and provide assurance to the Board that such risks are being effectively controlled and managed.
- To seek assurance and act upon escalations arising from its sub-committee structure.

- Consider and recommend to the Board the Trust's overarching People Strategy and associated activity/implementation plan.

- To obtain assurance of the delivery of the strategy through the associated activity/implementation plan.

- To obtain assurance of the delivery of strategies and associated activity/implementation plans in relation to Inclusion and Belonging, Freedom to Speak Up, Staff Survey, education and training and leadership and management development.

- Provide advice and support on the development of significant workforce/employment/people related policies.

- Consider and approve strategies associated with the delivery of the People Strategy.

- Consider and recommend to the Board key workforce performance targets

- Receive regular reports to assure itself that key workforce performance targets are achieved and to request and receive exception reports where this is not the case.

- Review the workforce risks of the Board Assurance Framework and Corporate Risk Register.

- Hold the Chief People Officer to account in relation to workforce related risk and its mitigation and future workforce activity/plans.

- Receive reports in relation to internal and external quality and performance targets relating to workforce.

- To conduct reviews and analysis of strategic workforce issues and to agree an operational response.

This list is not exhaustive.

8. Reporting and Assurance

The Committee will receive a regular report from the Chief People Officer covering issues escalated from relevant executive or regional groups. The Committee will also receive regular exception reports from any sub-committee it establishes which currently include:

- Workforce Management Group
- ~~Resource Management Group~~
- ~~Health and Wellbeing Group~~
- ~~Learning, Education and Training Committee~~
- ~~Equality and Diversity Strategic Group~~
- ~~Staff Engagement Group~~

The minutes of the Committee's meetings will be provided to the Board alongside a written Committee Chair's ~~Summary~~ Report highlighting any areas of exception, providing a summary of key assurances, and drawing attention to any matters that require disclosure or escalation to the Board. This will include any matter within the Committee's remit where assurance is limited or where performance or risk is outside agreed tolerances.~~, specifically where there is a lack of assurance in any aspect of workforce and education related strategies.~~

The Committee will provide an annual report to the Board on the effectiveness of its work and findings, including its review of relevant Board Assurance Framework entries and regulatory compliance. This will be based on an annual effectiveness review to be undertaken by the Committee (and its attendees and report authors) which will inform its forward work plan.

The Committee will review and endorse the workforce data contained within the Annual Report and Annual Accounts submission to the Board.

9. Links to other Board ~~Committees~~Committee's

The Trust's Audit Committee will retain overall responsibility for monitoring, reviewing, and reporting to the Board on all aspects of governance, risk management and internal control. It will do so having regard to the assurance provided by the People Committee in undertaking its work programme.

Where there is a perceived overlap of responsibilities between the Trust's Finance and~~&~~ Performance Committee, Quality Assurance Committee, Perinatal Improvement Assurance Committee and Risk Management Committee usually in consultation with the Chief People Officer and Director of Corporate Affairs, the respective Committee Chair shall have the discretion to agree the most appropriate Committee to fulfil any obligation.

10. Monitoring and Review

These Terms of Reference will be reviewed by the Committee and approved by the Board annually or as any significant amendments to the ~~Committees~~Committee's primary duties arise.

The Committee will commit to undertaking an annual review of the effectiveness of the Committee to inform the Committee's annual report to the Board and the following year's work programme.

Version Control	Date of Board Approval	Comments
V1	27/11/2025	New template and amendments to wording – PPC delegated to make amendments at its meeting on 14/01/26
V2	26/05/26	Update to People Committee (from People and Culture)
V3	Ongoing	Secretariat has incorporated feedback from NHSA Well-led review; HR Team have amended the purpose, objective and duties of the Committee

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Appendix G – Terms of Reference – Quality Assurance Committee

Quality Assurance Committee

Terms of Reference

1. Purpose

The purpose of the Committee is to lead on behalf of the Board of Directors ("the Board") the acquisition and scrutiny of assurances regarding:

- Regulatory compliance and risk.
- Patient safety, clinical effectiveness, and patient experience.~~:~~
- The effectiveness of quality governance frameworks.~~:~~
- Learning and quality improvement.~~:~~
- Progress against the Patient Safety and Quality Strategy.

2. Objective

The Committee will provide oversight and assurance against the Trust's vision to provide the highest quality specialist and integrated carei, with a particular ~~and to~~ focus on care quality, effectiveness and patient experience and will do so through its duties as stated at section 7 of these Terms of Reference. The Committee will receive configured data, review progress, and advise on improvements in relation to the following of the Trust's goals:

- Patient Care: Deliver the highest quality and safest treatment to every patient, every time.
- Our People: Make LTHT the best place to work by supporting and valuing all colleagues.
- Innovation: Drive continuous improvement, inclusive research, and digital healthcare.
- Partnerships: Build strong collaborations across Leeds and West Yorkshire to reduce health inequalities.~~Ensure people receive person-centred care in the most appropriate environment and setting.~~
- ~~Be in the top quartile for holistic health performance.~~
- ~~Be a leading academic healthcare institution.~~
- ~~Have an embedded culture of service improvement and innovation.~~

Data sets provided to the Committee will be presented in a format which enables~~allows~~ the Committee to ~~be alerted to~~identify areas of variance or escalation and enable it to fulfil its function as an assurance Committee.

3. Authority

The Committee is constituted as a standing committee of the Board.

The Committee is authorised by the Board to investigate any activity within its Terms of Reference, with adherence to the Trust's scheme of delegation, ~~S and s~~tanding Ffinancial Iinstructions (SFIs) and Standing Orders. The Committee can request information, reports, and assurances from any employee in relation to those areas within ~~these Terms of Reference~~its remit and all employees are directed to cooperate with any request made by the Committee.

The Committee may invite any Director, Executive, external or internal auditor, or other persons to attend any meetings of the Committee if this is considered beneficial to assist the Committee in the attainment of its objectives.

In consultation with the Board, the Committee can access independent professional advice and secure the attendance of persons outside the Trust with relevant experience and expertise if it considers this necessary.

The Quality Assurance Committee is a standing Ccommittee in that its responsibilities and purpose are not time limited. It will continue to meet in accordance with these Terms of Reference until the Board determines otherwise.

4. Membership and Quoracy

The Committee Membership shall be disclosed in the Annual Report and shall includebe a minimum of three independent Non-Executive Directors of the Board. For the purposes of these Terms of Reference, the definition of Non-Executive Director shall include Associate Non-Executive Directors.

At least one of the Non-Executive Director members shall have recent and relevant Clinical experience. There shall be no deputies allowed in the absence of a Non-Executive member attending. In the event that the Committee Cchair is absent, one of the other independent Non-Executive Directors will preside as Chair.

Additional members include the Chief Medical Officer, Chief Nurse, Chief Operating Officer,

The Director of Quality and Director of Corporate Affairs are members of the Committee. shall be in attendance at all meetings except in relation to reserved business. They may send deputies to represent them in their absence or invite specific colleagues to address the Committee where appropriate and agreed with the Committee Chair.

The Chief Medical Officer, Chief Nurse, Chief Operating Officer, Deputy Chief Medical Officer/ Medical Director (Governance and Risk), Deputy Chief Nurse and Head of Quality Governance & Patient Safety Specialist shall be in attendance at all meetings except in relation to reserved business. They may send deputies to represent them in their absence or invite specific colleagues to address the Committee where appropriate.

A quorum shall be three members, comprising of two Non-Executive Directors and one Executive Director. In exceptional circumstances, an Executive Director member may send an Aappropriately nominated deputies y in their place, and this will count towards quoracy. the quorum.

5. Attendance and Secretariat

Members should make every effort to attend all meetings of the Committee and will be required to provide an explanation to the Chair of the Committee if they fail to attend less than 80% of meetings in a financial year, The Director of Corporate Affairs will monitor attendance by members and report this to the Chair of the Committee annually. A member who attends fewer than 80% of meetings during a financial year will be required to provide an explanation to the Committee Chair. The Director of Corporate Affairs will monitor attendance by members which will be published within the Annual Report.

Other Executive Directors and other Trust staff will be invited to attend for specific agenda items with the agreement of the Chair of the Committee.

The Director of Corporate Affairs will ensure that the Trust Secretariat Team provides a Secretary to the Committee and appropriate administrative support to the Chair and Committee members. This will include agreement of the agenda with the Chair and Executive leads,

collation and circulation of papers, producing the minutes of the meetings, keeping a record of agreed actions and follow up, and advising the Chair and Committee members ~~of the Committee~~ as appropriate.

6. Frequency of meetings

The Committee shall meet with such frequency and at such times as it may determine, and the Chair may convene additional meetings of the Committee if necessary to consider business that requires urgent attention.

It is expected that the Committee shall meet a minimum of six~~four~~ per year with normal practice of meetings to be held bi-monthly.

7. Duties of the Committee

The primary duties of the Committee will be (but not limited to):

Regulatory, Governance and Strategy

- To consider and endorse the Trust's Patient Safety & Quality Strategy and periodically review the adequacy of resources and organisational capability to deliver against this.
- To consider the scope of any strategic quality improvement plans and be satisfied that the breadth and depth of the planned work is sufficient to meet the Board's assurance needs, and that there is sufficient resource, capacity, and capability to deliver the plan.
- To provide oversight of regulatory inspections and receive assurance on progress of any associated action plans or findings.
- To consider any findings of major investigations or reviews (internal or external to the Trust) relevant to patient safety, clinical effectiveness, or patient experience, as delegated by the Board or on the Committee's initiative and consider management's response.
- To consider and review, where required by the Board or Audit Committee, the treatment of specific matters concerning patient safety, clinical effectiveness, or patient experience, raised in accordance with the Public Interest Disclosure Act and evaluate the appropriateness and effectiveness of the management response.
- To provide oversight to the Trust's Public Health and Health Inequalities strategies and be satisfied that the breadth and depth of the planned work is sufficient to meet the Board's assurance needs, and that there is sufficient resource, capacity, and capability to deliver the plan.
- ~~To provide oversight and review the thematic findings of the Board Leadership Walkround programme and make recommendations to the Board of any changes to the planned programme in response to findings.~~

Patient Safety, Clinical Effectiveness and Patient Experience

- To be satisfied that the breadth and depth of the Trust's patient safety, clinical effectiveness and patient experience control framework (i.e. policies and procedures) are well designed, effective and embedded in clinical practice.
- To seek assurance on the processes in place for investigating and learning from patient safety incidents, including how wider learning messages are cascaded across the organisation.
- To explore, explain and justify the Trust's patient safety record, clinical outcomes, patient experience ratings, compliance with Fundamental Standards of Care and learning effectiveness.
- To consider and review reports and information relevant to clinical quality, including quality measures, incident reports, mortality data, Healthcare Acquired Infections (HCAI) data and audit results, and evaluate and consider management's response.

- To annually review the LTHT Winter Plan and seek assurance there is sufficient resource, capacity and capability to deliver the plan and that appropriate mitigations have been put in place to mitigate quality and clinical risk.
- To review and seek assurance on behalf of the Board in relation to ~~against~~ Hip fractures, Falls, Dementia, Palliative Care and~~&~~ End of Life, Safeguarding, Learning Disability and~~&~~ Autism, Resuscitation, Children and~~&~~ Young People, Scrutiny will be applied via the Committee sub-committee structure with assurance and escalation provided as appropriate.

Quality Governance

- To receive performance data on essential quality metrics and triangulate information with the wider reports received by the Committee.
- Be satisfied that there is appropriate co-ordination between clinical, internal, and external audit programmes where appropriate (such as in respect of Quality Account indicators).
- To consider and review the Trust's compliance with the statutory Duty of Candour, and to be satisfied that the Trust is being open, honest, and effectively engaging and supporting patients and their relatives who have been involved in a notifiable patient safety incidents.
- To provide advice to the Board on whether the Quality Account, taken as a whole, is fair, balanced, and understandable and provides the information necessary for stakeholders ~~need~~ to assess the Trust's performance.
- To review the assurance provided from its Patient Experience Group sub-committee on the management and timeliness in responding to complaints, and to review the impact and capacity of the quality assurance process. The Committee will also seek assurance in relation to T~~t~~rust wide improvement plans.
- To receive oversight of the development, approval and implementation of ~~the~~a Trust Patient Safety Incident Response Plan (2027-2029)

Other Assurance Functions

- To review on behalf of the Audit Committee the findings of Internal and External Audit reports covering matters within the remit of the Quality Assurance Committee, seeking assurance that appropriate actions are identified and implemented in response to recommendations and that learning is shared across the organisation.
- To receive and review entries on the Board Assurance Framework (BAF) which are to be overseen by the Quality Assurance Committee and ensure that they are appropriately reflected on the Committee's work programme to enable the Committee to gain assurance on the effectiveness of the controls in place and progress in addressing gaps in control and assurance.
- To c~~C~~onsider the control and mitigation of quality high-rated risks and provide assurance to the Board that such risks are being effectively controlled and managed.
- To seek assurance and act upon escalations arising from its sub-committee structure

8. Reporting and Assurance

The Committee will receive regular exception reports from any sub-committee it establishes, or routinely takes assurance from which will include:

~~The Committee will receive a regular report from the Chief Medical Officer and/or Chief Nurse covering issues escalated from relevant executive groups. The Committee will also receive regular exception reports from any sub-committee it establishes which will include:~~

- ~~Quality and Safety Assurance Group (QSAG)~~
- Patient Safety and Quality sub-committee
- Infection Prevention and Control sub-committee
- Patient Experience sub-committee

Safeguarding and Mental Health sub-committeePatient Experience and Engagement Group (PEEG)

- Clinical Effectiveness and Outcomes Group (CEOG)

The minutes of the Committee's meetings will be provided to the Board alongside a written Committee Chair's Report highlighting any areas of exception, providing a summary of key assurances, and drawing attention to any matters that require disclosure or escalation to the Board. This will include any matter within the Committee's remit where assurance is limited or where performance or risk is outside agreed tolerances., specifically where there is a lack of assurance in any aspect of the Patient Safety and Quality strategy.

The Committee will provide an annual report to the Board on the effectiveness of its work and findings, including its review of relevant Board Assurance Framework entries and regulatory compliance. This will be based on an annual effectiveness review to be undertaken by the Committee (with the involvement of regular attendees and report authors) which will inform its forward work plan.

The Committee will report annually to the Audit Committee on its work in support of the Annual Governance Statement and Quality Account. Reports will specifically comment on patient safety, clinical outcomes, patient experience/satisfaction, the effectiveness of quality governance arrangements; and the appropriateness of any compliance disclosure made or to be made by the Board.

9. Links to other Board CommitteesCommittee's

The Trust's Audit Committee will retain overall responsibility for monitoring, reviewing, and reporting to the Board on all aspects of governance, risk management and internal control. It will do so having regard to the assurance provided by the Quality Assurance Committee in undertaking its work programme.

Where there is a perceived overlap of responsibilities between the Trust's Audit Committee, Finance and& Performance Committee, PeopleWorkforce Committee, Perinatal Improvement Assurance Committee and Risk Management Committee,
usually in consultation with the Director of Quality and Director of Corporate Affairs, the respective Committee Chair shall have the discretion to agree the most appropriate Committee to fulfil any obligation.

10. Monitoring and Review

These Terms of Reference will be reviewed by the Committee and approved by the Board annually or as any significant amendments to the CommitteesCommittee's primary duties arise.

The Committee will commit to undertaking an annual review of the effectiveness of the Committee to inform the Committee's annual report to the Board and the following year's work programme.

Appendix H – Terms of Reference – Perinatal Improvement Assurance Committee

Perinatal Improvement Assurance Committee

Terms of Reference

1. Purpose

The purpose of the Committee is to lead on behalf of the Board of Directors ("the Board") on the oversight and scrutiny of assurances on relation to high-quality care in Perinatal services with specific attention to:

- Patient safety, clinical effectiveness, and patient experience:
- Regulatory compliance and risk:
- The effectiveness of quality (patient safety, clinical effectiveness and patient experience) and learning governance frameworks:
- Quality improvement:

The Board will annually delegate relevant aspects of the Maternity Incentive Scheme (MIS), which will be formally record in the minutes. Where matters require direct Board consideration or approval under national guidance, this will be reported to Board alongside the assurance provided through Perinatal Improvement Assurance Committee.

2. Objective

The Committee will provide oversight and assurance against the Trust's vision to provide the highest quality perinatal care and to focus on care quality, effectiveness and patient experience and will do so through its duties as stated at section 7 of these Terms of Reference.

The Committee will receive configured data, review progress, advise on improvements and will assess and determine assurance on the improvement journey in perinatal services. Data sets provided to the Committee will be in a format which enablesallows the Committee to be alerted to areas of variance or escalation and enable it to fulfil its function as an assurance Committee.

3. Authority

The Committee is constituted as a time-limited Committee of the Board with a specific focus on Perinatal improvement.

The Committee is authorised by the Board to investigate any activity within its Terms of Reference, with adherence to the Trust's Standing Orders,scheme of delegation and Sstanding Ffinancial Iinstructions (SFIs) and Scheme of Delegation. The Committee can request information, reports, and assurances from any employee in relation to those areas within its remit these Terms of Reference and all employees are directed to cooperate with any request made by the Committee.

The Committee may invite any Director, Executive, external or internal auditor, or other persons to attend any meetings of the Committee if this is considered beneficial to assist the Committee in the attainment of its objectives.

In consultation with the Board, the Committee can access independent professional advice and secure the attendance of persons outside the Trust with relevant experience and expertise if it considers this necessary.

The Perinatal Improvement Assurance Committee is a time-limited Committee in that its responsibilities and purpose are time limited; the Board will formally dissolve the meeting once it has completed its duties.

4. Membership and Quoracy

~~The Committee membership shall be disclosed in the Annual Report and shall include a minimum of four independent Non-Executive Directors of the Board. At least one of the members shall have recent and relevant Clinical experience. There shall be no deputies allowed in the absence of a member attending. In the event that the Committee chair is absent, one of the other independent Non-Executive Directors will preside as Chair.~~

~~The Director of Quality and Director of Corporate Affairs shall be in attendance at all meetings except in relation to reserved business. They may send deputies to represent them in their absence or invite specific colleagues to address the Committee where appropriate and agreed with the Committee Chair.~~

~~The Chief Nurse, Chief Medical Officer, and Head of Quality Governance & Patient Safety Specialist shall be in attendance at all meetings except in relation to reserved business. They may send deputies to represent them in their absence or invite specific colleagues to address the Committee where appropriate.~~

~~The Director of Midwifery, Women's CSU Triumvirate Team, and Children's CSU Triumvirate Team Members, NHSE Maternity Safety Support Programme Representative and NHSE appointed Trust Improvement Director shall be in attendance at all meetings except in relation to reserved business. They may send deputies to represent them in their absence or invite specific colleagues to address the Committee where appropriate.~~

~~A quorum shall be three members, comprising two Non-Executive Directors and one Executive Director. In exceptional circumstances, an Executive Director member may send an appropriate nominated deputy in their place, and this will count towards the quorum.~~

The Committee Membership shall be disclosed in the Annual Report and shall be a minimum of three independent Non-Executive Directors of the Board, the Chief Nurse, Chief Medical Officer, Director of Quality, Director of Corporate Affairs, Associate Director of Compliance and Regulation, Director of Midwifery, Director of Operations for Children's, Medical Director for Children's, and Director of Nursing for Children's.

At least one of the non-executive members shall have recent and relevant Clinical experience. There shall be no deputies allowed in the absence of a non-executive member attending. In the event that the Committee Chair is absent, one of the other independent Non-Executive Directors will preside as Chair.

Executive members may send deputies to represent them in their absence or invite specific colleagues to address the Committee where appropriate and agreed with the Committee Chair.

The Clinical Directors for Children's and Women's Clinical Service Units shall be in attendance at all meetings as standing attendees. They cannot send deputies and will not count towards the quorum.

The Chair of the Perinatal Improvement Action Group (PIAG) will be required to attend the Committee for the single agenda item to provide assurance. In exceptional circumstances, this could be via the Deputy Chair of PIAG.

A quorum shall be three members, comprising two Non-Executive Directors and one Executive Director. In exceptional circumstances, an Executive Director member may send an appropriate nominated deputy in their place, and this will count towards the quorum.

5. Attendance and Secretariat

Members should make every effort to attend all meetings of the Committee. A member who attends fewer than 80% of meetings during a financial year will be required to provide an explanation to the Committee Chair. The Director of Corporate Affairs will monitor attendance by members which will be published in the Trust's Annual Report ~~and will be required to provide an explanation to the Chair of the Committee if they fail to attend less than 80% of meetings in a financial year, The Director of Corporate Affairs will monitor attendance by members and report this to the Chair of the Committee annually.~~

Other Executive Directors and other Trust staff will be invited to attend for specific agenda items with the agreement of the Chair of the Committee.

The Director of Corporate Affairs will ensure that the Trust Secretariat Team provides a Secretary to the Committee and appropriate administrative support to the Chair and Committee members. This will include agreement of the agenda with the Chair and Executive leads, collation and circulation of papers, producing the minutes of the meetings, keeping a record of agreed actions and follow up, and advising the Chair and members of the Committee as appropriate.

6. Frequency of meetings

The Committee shall meet with such frequency and at such times as it may determine, and the Chair may convene additional meetings of the Committee if necessary to consider business that requires urgent attention.

It is expected that the Committee shall meet a minimum of six per year with normal practice of meetings to be held bi-monthly.

7. Duties of the Committee

The primary duties of the Committee will be (but not limited to):

Regulatory, Governance and Strategy

- To consider the scope of the Perinatal ~~Improvement Plan~~Transformation Plan (PTP) and be satisfied that the breadth and depth of the planned work is sufficient to meet the Board's assurance needs, and that there is sufficient resource, capacity, and capability to deliver the plan.
- To provide oversight of regulatory inspections within Perinatal services and receive assurance on progress of any associated action plans or findings.
- To consider any findings of major investigations or reviews (internal or external to the Trust) relevant to perinatal services that includes patient safety, clinical effectiveness, or patient experience, as delegated by the Board or on the Committee's initiative and consider management's response.
- To consider and review, where required by the Board or its Committees, the treatment of specific matters concerning patient safety, clinical effectiveness, or patient experience, within Perinatal services and evaluate the appropriateness and effectiveness of the management response.
- To promote and create a culture of openness, transparency and collaboration including compliance with Duty of Candour.

- To consider national best practice, guidance and learning from other organisations ensuring dissemination of key messages and that appropriate action is taken in response to gaps identified.

Patient Safety, Clinical Effectiveness and Patient Experience

- To receive information, via the Perinatal Quality Oversight model report on key perinatal quality and safety matters and initiatives that support the Trust to achieve local and national perinatal improvement ambitions. This will include information from a variety of sources including, but not limited to:
  - Perinatal Surveillance Dataset
  - Perinatal Safety including Maternity and Newborn Safety Investigations (MNSI) learning themes, Perinatal Mortality Review Tool (PMRT), Maternity outcomes signal system (MOSS) updates, thematic learning from Patient Safety Incident Response Plans (PSIRP), coroner regulation 28 report to prevent future deaths, claims/incidents/experience ~~triangulation~~triangulation, and risk.
  - Perinatal Public Health including Saving Babies Lives care bundle, Maternal care bundle and screening quality.
  - Maternity Incentive Scheme – reviewing and tracking progress against safety actions.
  - Compliance with the Ockenden Immediate and Essential Actions.
  - Perinatal Workforce including safe staffing, training compliance and local staff surveys and feedback.
  - Staff Engagement including thematic learning from cultural surveys, NHS and PULSE staff surveys and progress with perinatal culture and organisational development plan.
- To oversee and monitor clinical outcomes and quality indicators to ensure they remain positive and when necessary, act upon variation or deterioration to understand the reason for change and make relevant adaptations to achieve improvement.
- To review progress against Clinical Quality Improvement including maternity and neonatal improvement plans, national maternity and neonatal three-year delivery plan, and clinical quality improvement metrics in line with maternity services dashboard.
- To review benchmarking information and ensure that, where outcomes identify that the Trust is an outlier, the appropriate actions and improvements are being identified and implemented as part of the maternity & neonatal services improvement plans.
- To f~~F~~acilitate the delivery of evidence-based care and treatment; measures and audits standards of care against national and local guidelines/policies and provide assurance that the systems and processes to enable this and working effectively.
- Receive and review assurance that patients are provided with up to date, relevant and accurate information in a format tailored to meet their individual needs.
- To review via delegated authority from the Board, the evidence and supporting assurance supplied to support the Trust Maternity Incentive Scheme application, ~~and advic~~advising~~e~~ on progress and endorsing the final submission.~~.~~
- To e~~E~~nsure patients are placed at the centre of their care and treatment choices, and in partnership with them, respond to any changes in needs. The Committee will c~~C~~hampion and support the development of multiple mechanisms for patients, carers, service users to feedback on their experiences or raise complaints about their care if expectations are unmet. Where concerns are raised the Committee will seek assurance that feedback is timely, comprehensive and meets the need of the individual.
- To e~~E~~nsure that emerging themes/trends from feedback are acted on and measure the impact of subsequent changes in practice.

- To promote activity to actively seek out, engage with, and listen to people most likely to experience inequality in health outcomes.
- To m~~M~~aintain oversight of Patient Experience and correlate information from a variety of sources including Friends and Family Test (FFT), complaints & compliments, maternity and neonatal voices partnership, independent safety champion walkarounds, Freedom to Speak Up submissions and CQC maternity survey.

Quality Governance

- To receive performance data on related quality metrics and correlate information with the wider reports received by the Committee.
- To consider and review the Trust's compliance with the statutory Duty of Candour, and to be satisfied that the Trust is being open, honest, and effectively engaging and supporting patients and their relatives who have been involved in a notifiable patient safety incident.
- To review on behalf of the Audit Committee the findings of Internal and External Audit reports covering matters within the remit of the Perinatal Improvement Assurance Committee, seeking assurance that appropriate actions are identified and implemented in response to recommendations and that learning is shared across the organisation.
- To consider the control and mitigation of quality high-rated risks and provide assurance to the Board that such risks are being effectively controlled and managed.
- To seek assurance and act upon escalations arising from its sub-committee structure.
- To a~~A~~dvise and review on any other ad-hoc reports that are required to be submitted and agreed before presentation and discussion at external meetings.

8. Reporting and Assurance

The Committee will also receive regular reports from any sub-Committee it establishes, or regularly gains assurance from, which currently includes the:
~~The Committee will receive a regular report from the Perinatal Quality Assurance Group covering issues escalated from relevant quality governance groups within Perinatal services. This includes:~~

- ~~Obstetrics Speciality Forum~~
- ~~Neonatal Speciality Forum~~
- ~~Perinatal Safety Forum~~Perinatal Improvement Action Group (PIG)

The minutes of the Committee's meetings will be provided to the Board alongside a written Committee Chair's ~~Summary~~ Report highlighting any areas of exception, providing a summary of key assurances, and drawing attention to any matters that require disclosure or escalation to the Board. Matters that require direct consideration by the Board or approval under national guidance, will be received by the Board alongside the assurance provided by PIAC.

The Committee will provide an annual report to the Board on the effectiveness of its work and findings, including its review of relevant Board Assurance Framework entries and regulatory compliance.

The Committee will report annually to the Audit Committee on its work in support of the Annual Governance Statement and Quality Account with specific comment on the appropriateness of any compliance disclosure made or to be made by the Board.

9. Links to other Board Committees

The Trust's Audit Committee will retain overall responsibility for monitoring, reviewing, and reporting to the Board on all aspects of governance, risk ~~management~~management, and

internal control. It will do so having regard to the assurance provided by the Perinatal Improvement Assurance Committee in undertaking its work programme.

Where there is a perceived overlap of responsibilities between the Trust's Audit Committee, Finance and~~&~~ Performance Committee, People Committee and Quality Assurance Committee, usually in consultation with the Director of Quality and Director of Corporate Affairs, the respective Committee Chair shall have the discretion to agree the most appropriate Committee to fulfil any obligation.

10. Monitoring and Review

These Terms of Reference will be reviewed by the Committee and approved by the Board.

The Committee will commit to undertaking an annual review of the effectiveness of the Committee to inform the Committee's annual report to the Board and will submit a formal request to the Board prior to the closure or continuation of its time served duties; should it be determined, the Committee will run beyond its agreed 12 months the duties of these Terms of Reference will be reviewed.

Version Control	Date of Board Approval	Comments
V1 Draft	27/11/2025	New Committee – PIAC delegated to make amendments at its inaugural meeting
V2	26/05/26	Post PIAC review – Neonatal CSU corrected to Children's and sub-groups updated; People Committee title update
V3	Sought in Nov 26	Minor amendments to ensure consistency in terminology and updates to membership section; reviewed by Secretariat and Quad Team

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